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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

2009

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions

Name of foundation

THE CHATHAM FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

POST OFFICE BOX 1313

City or town, state, and ZIP code

SAVANNAH, GA 31402-1313

A Employer identification number

58-6033047

B Telephone number

912-651-5153

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test,  
check here and attach computation ☐E If private foundation status was terminated  
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 5,878,442. (Part I, column (d) must be on cash basis)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)**Part I** Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and  
expenses per books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable purposes  
(cash basis only)

Revenue

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B3 Interest on savings and temporary  
cash investments

4 Dividends and interest from securities

143,940.

143,940.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

&lt;587,495.&gt;

b Gross sales price for all  
assets on line 6a 5,738,916.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns  
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

&lt;443,555.&gt;

143,940.

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 2

4,600.

2,760.

1,840.

c Other professional fees

STMT 3

42,162.

25,297.

16,865.

17 Interest

7,434.

7,434.

0.

18 Taxes

STMT 4

1,360.

1,059.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 5

27,610.

19,264.

8,230.

24 Total operating and administrative

expenses. Add lines 13 through 23

83,166.

55,814.

26,935.

25 Contributions, gifts, grants paid

313,000.

313,000.

26 Total expenses and disbursements

Add lines 24 and 25

396,166.

55,814.

339,935.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

&lt;839,721.&gt;

b Net investment income (if negative, enter -0-)

88,126.

c Adjusted net income (if negative, enter -0-)

N/A

914 7

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	873,469.	588,801.	588,801.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	4,295,741.	3,528,152.	3,643,791.
	c Investments - corporate bonds STMT 7	1,083,568.	1,015,845.	1,146,964.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	200,632.	469,419.	501,897.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	<14,483.>	<3,011.>	<3,011.>
	16 Total assets (to be completed by all filers)	6,438,927.	5,599,206.	5,878,442.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,438,927.	5,599,206.	
	30 Total net assets or fund balances	6,438,927.	5,599,206.	
	31 Total liabilities and net assets/fund balances	6,438,927.	5,599,206.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,438,927.
2 Enter amount from Part I, line 27a	2	<839,721.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,599,206.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,599,206.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>		P		
<b>b ZWEIG-DIMENNA PASSTHROUGH LOSS</b>				
<b>c ML PARTNERSHIP PASSTHROUGH LOSS</b>				
<b>d</b>				
<b>e</b>				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 5,738,916.		6,275,530.	<536,614.>
<b>b</b>		21,223.	<21,223.>
<b>c</b>		29,658.	<29,658.>
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<536,614.>
<b>b</b>			<21,223.>
<b>c</b>			<29,658.>
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	<587,495.>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	663,290.	6,980,047.	.095027
2007	417,300.	8,280,588.	.050395
2006	403,544.	7,678,500.	.052555
2005	418,234.	7,592,864.	.055083
2004	389,975.	7,486,905.	.052088

<b>2</b> Total of line 1, column (d)	<b>2</b>	.305148
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.061030
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b>	5,527,592.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	337,349.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	881.
<b>7</b> Add lines 5 and 6	<b>7</b>	338,230.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	339,935.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	881.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	881.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	881.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,429.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,429.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,548.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 6,548. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A		X	
14	The books are in care of ► THE FOUNDATION Located at ► P. O. BOX 1313, SAVANNAH, GA	Telephone no. ► 912-651-5153	ZIP+4 ► 31402	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A	► <input type="checkbox"/>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶ 0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,611,769.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,611,769.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,611,769.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	84,177.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,527,592.
6	Minimum investment return. Enter 5% of line 5	6	276,380.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	276,380.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	881.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	881.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	275,499.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	275,499.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	275,499.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	339,935.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	339,935.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	881.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	339,054.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				275,499.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	25,034.			
b From 2005	59,313.			
c From 2006	29,131.			
d From 2007	21,664.			
e From 2008	317,830.			
f Total of lines 3a through e	452,972.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	339,935.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				275,499.
e Remaining amount distributed out of corpus	64,436.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	517,408.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	25,034.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	492,374.			
10 Analysis of line 9:				
a Excess from 2005	59,313.			
b Excess from 2006	29,131.			
c Excess from 2007	21,664.			
d Excess from 2008	317,830.			
e Excess from 2009	64,436.			



<b>Part XV</b>	<b>Supplementary Information</b> (continued)
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### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year <b>SEE ATTACHED LIST. ORGANIZATIONS ARE GENERALLY LOCATED IN SAVANNAH, GA - P. O. BOX</b>	<b>NONE</b>	<b>NONE</b>	<b>GENERAL SUPPORT OF CHARITABLE ORGANIZATION</b>	<b>313,000.</b>
<b>Total</b>			<b>► 3a</b>	<b>313,000.</b>
b Approved for future payment  <b>NONE</b>				
<b>Total</b>			<b>► 3b</b>	<b>0.</b>



## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |   |              |            |           |
|---|--------------|------------|-----------|
| <b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
| (1) Cash  | <b>1a(1)</b> |            | <b>X</b>  |
| (2) Other assets  | <b>1a(2)</b> |            | <b>X</b>  |
| <b>b</b> Other transactions:  |              |            |           |
| (1) Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> |            | <b>X</b>  |
| (2) Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> |            | <b>X</b>  |
| (3) Rental of facilities, equipment, or other assets  | <b>1b(3)</b> |            | <b>X</b>  |
| (4) Reimbursement arrangements  | <b>1b(4)</b> |            | <b>X</b>  |
| (5) Loans or loan guarantees  | <b>1b(5)</b> |            | <b>X</b>  |
| (6) Performance of services or membership or fundraising solicitations  | <b>1b(6)</b> |            | <b>X</b>  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |            | <b>X</b>  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |            |           |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.


**Sign Here**

Signature of officer or trustee

1-11-10  
Date

~~Secret~~

Paid  
Repairer's  
Use Only

Preparer's signature 

Firm's name (or your name if self-employed),  
address, and ZIP code

S. STEWART BROMLEY

Date  
11/

11/10/10

☐ Check if self-employed

Preparer's identifying number
-------------------------------

HOLLAND, HENRY & BROMLEY, LLP  
POST OFFICE BOX 8878  
SAVANNAH, GA 31412

FIN ▶

Phone no. (912) 235-3410

Form **990-PF** (2009)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
DIVIDENDS - STOCKS & MONEY FUNDS	86,489.	0.	86,489.	
INTEREST - SECURITIES	70,107.	0.	70,107.	
OID - SECURITIES	15,627.	0.	15,627.	
PREMIUM AMORTIZATION	<28,283.>	0.	<28,283.>	
TOTAL TO FM 990-PF, PART I, LN 4	143,940.	0.	143,940.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	4,600.	2,760.		1,840.	
TO FORM 990-PF, PG 1, LN 16B	4,600.	2,760.		1,840.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	42,162.	25,297.		16,865.	
TO FORM 990-PF, PG 1, LN 16C	42,162.	25,297.		16,865.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	1,059.	1,059.		0.	
FEDERAL EXCISE TAXES	301.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,360.	1,059.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NONEMPLOYEE COMPENSATION	575.	345.		230.
SHARED EXPENSES - SALARY & OCCUPANCY REIMBURSEMENT	20,000.	12,000.		8,000.
MISCELLANEOUS	116.	0.		0.
PASSTHROUGH EXPENSES - ZWEIG	6,919.	6,919.		0.
TO FORM 990-PF, PG 1, LN 23	27,610.	19,264.		8,230.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS	3,528,152.	3,643,791.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,528,152.	3,643,791.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE & INTERNATIONAL BONDS	1,015,845.	1,146,964.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,015,845.	1,146,964.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ZWEIG-DIMENNA PARTNERS LP	COST	469,419.	501,897.
TOTAL TO FORM 990-PF, PART II, LINE 13		469,419.	501,897.



FORM 990-PF	OTHER ASSETS		STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
DUE FROM BROKER- UNSETTLED TRADE	<14,483.>	<3,011.>	<3,011.>	
TO FORM 990-PF, PART II, LINE 15	<14,483.>	<3,011.>	<3,011.>	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM W. SPRAGUE, III P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
ODILO BLANCO P. O. BOX 1313 SAVANNAH, GA 31402	SECRETARY 1.00	0.	0.	0.
COURTNEY FLEXON P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
MARION MCKENNA P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
BENJAMIN OXNARD, III P. O. BOX 1313 SAVANNAH, GA 31402	CHAIRMAN 1.00	0.	0.	0.
WILLIAM W. SPRAGUE, JR. P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

## Itemized Categories - Last year

1/1/2009 through 12/31/2009

5/13/2010

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Date	Account	Num	Description	Clr	Amount
<b>EXPENSES</b>					<b>-313,000.00</b>
<b>Contribution</b>					<b>-313,000.00</b>
2/2/2009	Chatham Fdn	2290	Georgia Historical Society	R	-4,400.00
2/2/2009	Chatham Fdn	2291	Caretta Research Project	R	-1,000.00
2/2/2009	Chatham Fdn	2292	Junior Achievement Of Savannah	R	-2,500.00
2/2/2009	Chatham Fdn	2293	Skidaway Island Presbyterian Church	R	-500.00
2/2/2009	Chatham Fdn	2294	The Savannah Music Festival	R	-3,000.00
2/3/2009	Chatham Fdn	2295	United Way Of The Coastal Empire	R	-3,500.00
2/3/2009	Chatham Fdn	2296	Bethesda Home For Boys	R	-2,500.00
2/3/2009	Chatham Fdn	2297	Coastal Empire Council/Boy Scouts	R	-2,500.00
2/3/2009	Chatham Fdn	2298	Catholic Schools Endowment Fund	R	-2,500.00
2/3/2009	Chatham Fdn	2299	Chatham-Savannah Citizen Advocacy	R	-1,000.00
2/3/2009	Chatham Fdn	2300	Fresh Air Home	R	-500.00
2/3/2009	Chatham Fdn	2301	Girl Scout Council Of Savannah	R	-2,500.00
2/3/2009	Chatham Fdn	2302	Goodwill Industries Of The Coastal Em...	R	-1,500.00
2/3/2009	Chatham Fdn	2303	Greenbriar Children's Center	R	-1,000.00
2/3/2009	Chatham Fdn	2304	Hope House	R	-1,000.00
2/3/2009	Chatham Fdn	2305	Inner City Night Shelter	R	-1,000.00
2/3/2009	Chatham Fdn	2306	Kicklighter Resource Center	R	-1,000.00
2/3/2009	Chatham Fdn	2307	Notre Dame Academy	R	-1,000.00
2/3/2009	Chatham Fdn	2308	Prevent Blindness	R	-3,000.00
2/3/2009	Chatham Fdn	2309	Rape Crisis Center	R	-500.00
2/3/2009	Chatham Fdn	2310	Royce Learning Center	R	-2,000.00
2/3/2009	Chatham Fdn	2311	St. Mary's Home	R	-3,000.00
2/3/2009	Chatham Fdn	2313	The Salvation Army	R	-1,000.00
2/3/2009	Chatham Fdn	2314	The Savannah Music Festival	R	-10,000.00
2/3/2009	Chatham Fdn	2316	Savannah Tree Foundation	R	-1,000.00
2/3/2009	Chatham Fdn	2317	Social Apostolate	R	-1,000.00
2/3/2009	Chatham Fdn	2318	Savannah Speech & Hearing Center	R	-5,000.00
2/3/2009	Chatham Fdn	2319	Union Mission	R	-1,000.00
2/3/2009	Chatham Fdn	2320	United Way Of The Coastal Empire	R	-40,000.00
2/3/2009	Chatham Fdn	2321	Victor B Jenkins Boys Club	R	-1,000.00
2/3/2009	Chatham Fdn	2322	YMCA Of Coastal Georgia, Inc.	R	-2,500.00
2/3/2009	Chatham Fdn	2323	YMCA - West Broad Street	R	-1,000.00
2/3/2009	Chatham Fdn	2324	Bethesda Home For Boys	R	-20,000.00
2/3/2009	Chatham Fdn	2325	Chatham-Savannah Citizen Advocacy	R	-25,000.00
2/3/2009	Chatham Fdn	2326	Interfaith Hospitality Network	R	-20,000.00
2/3/2009	Chatham Fdn	2327	Mercy Housing	R	-10,000.00
2/3/2009	Chatham Fdn	2328	Savannah Country Day School	R	-25,000.00
2/3/2009	Chatham Fdn	2312	YMCA Of Coastal Georgia, Inc	R	-15,000.00
2/3/2009	Chatham Fdn	2329	Community Health Mission	R	-10,000.00
2/4/2009	Chatham Fdn	2330	Savannah Speech & Hearing Center	R	-3,000.00
2/4/2009	Chatham Fdn	2331	Benedictine Military School	R	-2,000.00
2/4/2009	Chatham Fdn	2332	The Notre Dame Club	R	-500.00
2/4/2009	Chatham Fdn	2333	**VOID**St. Vincent's Academy	R	0.00
2/4/2009	Chatham Fdn	2334	St Vincent's Academy	R	-500.00
2/4/2009	Chatham Fdn	2335	Benedictine Military School	R	-6,000.00
2/4/2009	Chatham Fdn	2336	Young Life	R	-500.00
2/4/2009	Chatham Fdn	2337	St Vincent's Academy	R	-2,000.00
2/25/2009	Chatham Fdn	2340	GSU Foundation, Inc	R	-500.00

## Itemized Categories - Last year

1/1/2009 through 12/31/2009

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Date	Account	Num	Description	Clr	Amount
2/27/2009	Chatham Fdn	2341	The Savannah Music Festival	R	-1,000 00
3/4/2009	Chatham Fdn	2342	Agape Family Life Center, Inc	R	-2,000 00
3/4/2009	Chatham Fdn	2343	Benedictine Military School	R	-600 00
3/5/2009	Chatham Fdn	2344	Savannah Tree Foundation	R	-1,000 00
3/5/2009	Chatham Fdn	2345	St. Peter The Apostle Church	R	-1,000.00
3/5/2009	Chatham Fdn	2346	YMCA Of Coastal Georgia, Inc	R	-1,000 00
3/5/2009	Chatham Fdn	2347	Ossabaw Island Education Alliance	R	-1,000 00
3/5/2009	Chatham Fdn	2348	Hospice Of Savannah	R	-5,000 00
3/5/2009	Chatham Fdn	2349	Savannah Country Day School	R	-5,000 00
3/30/2009	Chatham Fdn	2350	Catholic Diocese Of Savannah	R	-1,000 00
3/30/2009	Chatham Fdn	2351	Kicklighter Resource Center	R	-500 00
3/30/2009	Chatham Fdn	2352	St. Mary's Home	R	-1,000 00
4/13/2009	Chatham Fdn	2354	Skidaway Audubon Inc	R	-250 00
4/13/2009	Chatham Fdn	2355	St. Michael's School	R	-1,000 00
4/22/2009	Chatham Fdn	2356	Muscular Dystrophy Association	R	-100 00
4/22/2009	Chatham Fdn	2357	Susan Komen Race	R	-500 00
4/22/2009	Chatham Fdn	2358	St. Mary's Home	R	-500 00
5/11/2009	Chatham Fdn	2360	MorningStar Cultural Arts Group	R	-1,000.00
5/11/2009	Chatham Fdn	2361	The Savannah Music Festival	R	-700 00
6/17/2009	Chatham Fdn	2362	**VOID**Social Apostolate	R	0 00
6/17/2009	Chatham Fdn	2363	**VOID**Victor B Jenkins Boys Club	R	0 00
6/23/2009	Chatham Fdn	2364	Social Apostolate	R	-250 00
6/23/2009	Chatham Fdn	2365	Victor B Jenkins Boys Club	R	-500 00
6/23/2009	Chatham Fdn	2366	Cystic Fibrosis Foundation	R	-2,900 00
6/29/2009	Chatham Fdn	2367	Christ Church (Anglican)	R	-500 00
7/17/2009	Chatham Fdn	2336	Young Life	R	500 00
7/17/2009	Chatham Fdn	2368	Young Life	R	-500 00
7/17/2009	Chatham Fdn	2369	Caretta Research Project	R	-1,000 00
7/17/2009	Chatham Fdn	2370	Christ Church	R	-2,000 00
7/17/2009	Chatham Fdn	2371	Leukemia & Lymphoma Society	R	-750 00
7/22/2009	Chatham Fdn	2372	The Salvation Army	R	-1,500 00
7/22/2009	Chatham Fdn	2373	The Salvation Army	R	-1,000 00
7/22/2009	Chatham Fdn	2374	Bethesda Home For Boys	R	-750.00
8/20/2009	Chatham Fdn	2376	Benedictine Military School	R	-500.00
8/20/2009	Chatham Fdn	2377	The Emerging Leaders Committee	R	-300 00
9/2/2009	Chatham Fdn	2378	Lowcountry Down Syndrome Society	R	-2,500.00
9/24/2009	Chatham Fdn	2379	Rotary Club Of Savannah South	R	-250 00
10/5/2009	Chatham Fdn	2380	Benedictine Military School	R	-1,300 00
10/5/2009	Chatham Fdn	2381	The Notre Dame Club	R	-500 00
10/5/2009	Chatham Fdn	2382	Catholic Schools Endowment Fund	R	-500.00
10/16/2009	Chatham Fdn	2383	Social Apostolate	R	-500 00
10/16/2009	Chatham Fdn	2384	Coastal Heritge Society	R	-500.00
10/21/2009	Chatham Fdn	2379	Rotary Club Of Savannah South	R	250 00
10/21/2009	Chatham Fdn	2385	Georgia Rotary Student Program, Inc	R	-250 00
10/22/2009	Chatham Fdn	2386	American Diabetes Association	R	-250 00
10/28/2009	Chatham Fdn	2387	Telfair Museum Of Art	R	-1,500 00
11/9/2009	Chatham Fdn	2389	Coastal Empire Council/Boy Scouts	R	-5,000 00
12/1/2009	Chatham Fdn	2390	Coastal Jail Ministries	R	-500 00
12/9/2009	Chatham Fdn	2391	Social Apostolate	R	-500 00
12/9/2009	Chatham Fdn	2392	St. Michael's Church/School	R	-500 00
12/11/2009	Chatham Fdn	2393	Georgia Historical Society	R	-600 00

## Itemized Categories - Last year

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Date	Account	Num	Description	Clr	Amount
12/11/2009	Chatham Fdn	2394	Benedictine Military School	R	-350 00
12/14/2009	Chatham Fdn	2396	YMCA Of Coastal Georgia, Inc	R	-2,000.00
12/14/2009	Chatham Fdn	2397	United Way Of The Coastal Empire	R	-3,000 00
12/14/2009	Chatham Fdn	2398	Chatham-Savannah Citizen Advocacy	R	-750 00
12/17/2009	Chatham Fdn	2399	Georgia Medical Research And Educat		-3,000 00
12/17/2009	Chatham Fdn	2400	Agape Family Life Center, Inc	R	-2,000 00
12/17/2009	Chatham Fdn	2401	Savannah College Of Art & Design	R	-1,000.00
12/17/2009	Chatham Fdn	2402	The Salvation Army	R	-2,000 00
12/17/2009	Chatham Fdn	2403	Memorial Health Foundation	R	-3,000 00
OVERALL TOTAL					-313,000.00