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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2009Department 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 , 2009, and ending

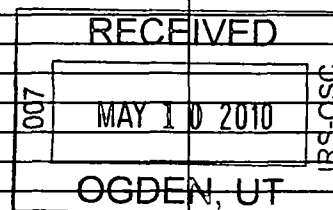
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation GORDON LEE ORPHANAGE FUND		A Employer identification number 58-6092862
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 102 SADDLE TRAIL		B Telephone number (see the instructions) (706) 232-3526
	City or town State ZIP code ROME GA 30161		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,136,132.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
(Part I, column (d) must be on cash basis)			

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) (see the instructions))		(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 (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	36,135.	36,135.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	-120,887.			
	b Gross sales price for all assets on line 6a	593,399.			
	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/(loss) (att sch)					
11 Other income (attach schedule)					
Excise tax overpayment	869.				
12 Total. Add lines 1 through 11	-83,883.	36,135.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	775.			
	c Other prof fees (attach sch) L-16c Stmt	10,616.	10,616.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) Excise tax overpa	869.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	Mutual Fund Fee	5.			
	24 Total operating and administrative expenses. Add lines 13 through 23	12,265.	10,616.		
25 Contributions, gifts, grants paid	81,000.			81,000.	
26 Total expenses and disbursements. Add lines 24 and 25	93,265.	10,616.		81,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-177,148.				
b Net investment income (if negative, enter -0-)		25,519.			
c Adjusted net income (if negative, enter -0-)					

P 5

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	99.	0.	0.
	2 Savings and temporary cash investments	116,956.	94,198.	94,198.
	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 (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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 (attach schedule) L-10a Stmt			
	b Investments — corporate stock (attach schedule) L-10b Stmt	627,767.	379,148.	436,533.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	507,549.	352,922.	356,576.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt	2.	250,000.	248,825.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	1,252,373.	1,076,268.	1,136,132.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here 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 and complete lines 27 through 31.	☒		
	27 Capital stock, trust principal, or current funds	1,252,373.	1,076,268.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	1,252,373.	1,076,268.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,252,373.	1,076,268.	

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	1,252,373.
2 Enter amount from Part I, line 27a	2	-177,148.
3 Other increases not included in line 2 (itemize) See Other Increases Stmt	3	1,074.
4 Add lines 1, 2, and 3	4	1,076,299.
5 Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	31.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,076,268.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 947.667 sh Allianz Fds Smallcap Value		P	various	01/07/09
b 333.947 sh Dreyfus Boston Smallcap Eq		P	various	01/07/09
c 1579.497 sh Forum Fds Absolute Strat		P	various	01/07/09
d 1935.895 sh Goldman Sachs Emerging Mkts		P	various	01/07/09
e See Columns (a) thru (d)				

(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)
a 18,944.		28,620.	-9,676.
b 8,095.		13,540.	-5,445.
c 14,247.		17,324.	-3,077.
d 17,539.		45,596.	-28,057.
e See Columns (e) thru (h)		609,209.	-74,632.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-9,676.
b			-5,445.
c			-3,077.
d			-28,057.
e See Columns (i) thru (l)			-74,632.

2 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]		2	-120,887.
3 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) (see the instructions) If (loss), enter -0- in Part I, line 8]		3	

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 the 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 (column (b) divided by column (c))
2008	65,637.	1,237,846.	0.053025
2007	67,912.	1,427,760.	0.047565
2006	54,000.	1,317,092.	0.040999
2005	77,644.	1,294,157.	0.059996
2004	65,216.	1,272,326.	0.051257

2 Total of line 1, column (d)	2	0.252842
3 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	3	0.050568
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,056,672.
5 Multiply line 4 by line 3	5	53,434.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	255.
7 Add lines 5 and 6	7	53,689.
8 Enter qualifying distributions from Part XII, line 4	8	81,000.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		1	255.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	255.
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	255.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	869.	
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	869.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	614.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>GA - Georgia</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>GORDON LEE HIGHT, II</u> Telephone no. <u>(706) 232-3526</u> Located at <u>102 SADDLE TRAIL, ROME, GA</u> ZIP + 4 <u>30161-6841</u>			
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 <u>15</u>			

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
1 a 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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	
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?	1 c	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? ☐ Yes ☒ No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__ .</u>		
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 the instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__ .</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)? (see instructions) ☐ 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)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b****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? ☐ 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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 (see instructions).

(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
Gordon Lee Hight, II Rome GA 30161	Chairman 1.00	0.	0.	0.
Charles A. Hight, Jr. Rome GA 30161	Trustee- 0.00	0.	0.	0.
Wright Smith Rome GA 30161	Trustee- 0.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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				
0				
0				
0				
0				

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). 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		None

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	

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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	811,679.
b Average of monthly cash balances	1b	318,388.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,130,067.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,130,067.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	73,395.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,056,672.
6 Minimum investment return. Enter 5% of line 5	6	52,834.

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	52,834.
2a Tax on investment income for 2009 from Part VI, line 5	2a	255.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	255.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	52,579.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	52,579.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	52,579.

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	81,000.
b Program-related investments - total from Part IX-B	1b	
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	81,000.
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 (see instructions)	5	255.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,745.

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				52,579.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	11,753.			
c From 2006	0.			
d From 2007	0.			
e From 2008	4,471.			
f Total of lines 3a through e	16,224.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 81,000.				
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				52,579.
e Remaining amount distributed out of corpus	28,421.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,645.			
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	44,645.			
10 Analysis of line 9:				
a Excess from 2005	11,753.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	4,471.			
e Excess from 2009	28,421.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
-----------------	--

N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a 'Assets' alternative test – enter:

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter:

- (1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**

- ### 1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:

- b** The form in which applications should be submitted and information and materials they should include:

- c Any submission deadlines.

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)**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				
United Methodist Children's Home 500 S Columbia Drive Decatur GA 30030		Nonprofit	Usual and ordinary expenses of maintenance and educating children who may be residents of orphanages or institutions fostered by the Methodist, Baptist, and Presbyterian denominations.	27,000.
Georgia Baptist Children's Home 505 Water Works Road Palmetto GA 30268		Nonprofit		27,000.
Thornwell Home and School for Children P. O. Box 60 Clinton, SC 29325		Nonprofit		27,000.
Total				81,000.
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

* Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	36,135.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-120,887.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Excise tax overpayment			14	869.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-83,883.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-83,883

(See worksheet in the instructions for line 13 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Mutual Fund timing difference	170.
Accrued interest carryover	904.
Total	<u>1,074.</u>

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Class action items removed	2.
Mutual Fund timing difference	26.
Cents omitted	3.
Total	<u>31.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1016.225 sh Pimco Commodity Realreturn	P	various	01/07/09
1234.593 sh Ridgeworth Midcap Val E	P	various	01/07/09
1050.745 sh Ridgeworth Emerging Growth	P	various	01/07/09
6136.112 sh Ridgeworth Intl Eq	P	various	01/07/09
2286.113 sh Ridgeworth Intl 130/30	P	various	01/07/09
866.83 sh T Rowe Price Real Estate Fd	P	various	01/07/09
100 sh Ace Ltd	P	various	01/07/09
80 sh AFLAC	P	various	01/07/09
45 sh Apple Inc	P	various	01/07/09
160 sh Autodesk Inc	P	various	01/07/09
115 sh Bank of NY Mellon	P	various	01/07/09
95 sh C R Bard Inc	P	various	01/07/09
180 sh W R Berkley Corp	P	various	01/07/09
220 sh Corning Inc	P	various	01/07/09
106 sh Danaher Corp	P	various	01/07/09
80 sh Express Scripts	P	various	01/07/09
125 sh Fiserv Inc	P	various	01/07/09
44 sh Goldman Sachs Group	P	various	01/07/09
100 sh Harris Corp	P	various	01/07/09
235 sh J P Morgan Chase	P	various	01/07/09
40 sh Monsanto Co	P	various	01/07/09
175 sh Nike Inc	P	various	01/07/09
55 sh Praxair Inc	P	various	01/07/09
55 sh Precision Castparts Corp	P	various	01/07/09
120 sh Schlumberger Ltd	P	various	01/07/09
160 sh TJX Cos Inc	P	Various	01/07/09
125 sh Target Corp	P	Various	01/07/09
100 sh Thermo Fisher Scientific	P	Various	01/07/09
120 sh Travelers Cos Inc	P	Various	01/07/09
154 sh Wells Fargo & Co	P	Various	01/07/09
155 sh Western Digital Corp	P	Various	01/07/09

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
87 sh Zimmer Holdings	P	Various	01/07/09
240 sh ABB Ltd	P	10/16/08	06/15/09
600 sh Avon Prods Inc	P	03/26/09	11/06/09
70 sh Freeport-McMoran Copper	P	10/16/08	06/15/09
67 sh Laboratory Corp Amer Holds	P	10/16/08	03/26/09
1900 sh Sun Mocrsystems	P	04/22/09	08/19/09
65 sh Union Pacific Corp	P	10/16/08	03/26/09
210 sh Anadarko Pete Corp	P	03/30/05	11/06/09
418 sh Cisco Systems Inc	P	02/06/04	03/26/09
50000 Deutsche Bnk Fnl	P	02/02/00	04/25/09
254 sh Dominion Res Inc	P	08/16/06	12/02/09
155 sh Exelon Corp	P	01/08/07	03/26/09
\$50000 Fed Home Loan Bnk	P	03/07/08	10/19/09
\$50000 Fed Farm Credit Bnk	P	03/07/08	09/08/09
\$50000 Fed Farm Credit Bnk	P	03/07/08	05/29/09
80 sh Fluor Corp	P	02/28/08	03/26/09
90 sh General Dynamics Corp	P	12/19/06	06/15/09
100 sh IBM	P	12/19/06	12/02/09
75 sh Northern Tr Corp	P	02/28/08	03/26/09
275 sh Oracle Corp	P	02/28/08	03/26/09
200 sh Texas Instrus	P	02/03/06	03/26/09
100 sh United Technologies	P	12/19/06	12/02/09

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
6,707.		13,659.	-6,952.
8,667.		14,749.	-6,082.
7,261.		13,275.	-6,014.
45,837.		56,890.	-11,053.
10,562.		20,256.	-9,694.
9,492.		20,346.	-10,854.
4,995.		6,245.	-1,250.
3,581.		5,128.	-1,547.
4,144.		5,924.	-1,780.
3,227.		5,310.	-2,083.
3,130.		5,320.	-2,190.
7,930.		6,371.	1,559.
5,146.		5,285.	-139.
2,453.		5,276.	-2,823.
5,993.		3,661.	2,332.
4,511.		5,110.	-599.
4,733.		6,522.	-1,789.
3,781.		4,010.	-229.
3,912.		4,643.	-731.
6,796.		9,590.	-2,794.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (e) thru (h)

(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)
3,384.		3,100.	284.
8,904.		7,214.	1,690.
3,493.		2,605.	888.
3,571.		3,545.	26.
5,519.		6,480.	-961.
3,496.		5,242.	-1,746.
4,719.		8,115.	-3,396.
3,493.		4,138.	-645.
5,057.		6,458.	-1,401.
4,103.		4,418.	-315.
2,122.		5,038.	-2,916.
3,540.		5,781.	-2,241.
3,812.		3,518.	294.
19,836.		11,958.	7,878.
3,881.		2,258.	1,623.
3,956.		3,890.	66.
17,480.		17,556.	-76.
2,841.		3,530.	-689.
13,894.		7,710.	6,184.
7,106.		10,199.	-3,093.
50,000.		49,243.	757.
9,589.		10,030.	-441.
7,036.		9,399.	-2,363.
50,000.		51,750.	-1,750.
50,000.		52,120.	-2,120.
50,000.		51,513.	-1,513.
3,045.		5,776.	-2,731.
5,223.		6,602.	-1,379.
12,753.		9,519.	3,234.
4,599.		5,260.	-661.
5,047.		5,382.	-335.
3,416.		6,052.	-2,636.
6,804.		6,240.	564.
Total		609,209.	-74,632.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-6,952.
			-6,082.
			-6,014.
			-11,053.
			-9,694.
			-10,854.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Continued

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69(l) Gains (column (h)
gain minus column (k),
but not less than -0-)
or losses (from
column (h))

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-1,250.
			-1,547.
			-1,780.
			-2,083.
			-2,190.
			1,559.
			-139.
			-2,823.
			2,332.
			-599.
			-1,789.
			-229.
			-731.
			-2,794.
			284.
			1,690.
			888.
			26.
			-961.
			-1,746.
			-3,396.
			-645.
			-1,401.
			-315.
			-2,916.
			-2,241.
			294.
			7,878.
			1,623.
			66.
			-76.
			-689.
			6,184.
			-3,093.
			757.
			-441.
			-2,363.
			-1,750.
			-2,120.
			-1,513.
			-2,731.
			-1,379.
			3,234.
			-661.
			-335.
			-2,636.
			564.
Total			-74,632.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Anita Lowden				
Rome GA 30161	Trustee- 0.00	0.	0.	0.
Person ☒ Business ☐ Gordon Lee Hight, III				
Rome GA 30161	Trustee- 0.00	0.	0.	0.

Total

0. 0. 0.

Explanation Statement

Form/Line: Form 990-PF, Page 8, Part X

Line 4

Explanation of Minimum Investment Return - Cash Deemed Held for Charity

The Foundation's Trust Agreement requires that 80% of net income be distributed each year. Over the past five years, the net income of the trust has averaged \$82,319. The Foundation also incurs investment expenses each year which have averaged \$7,540 for the past five years.

Therefore, the cash held for charitable purposes is 80% of \$82,319, plus \$7,540, or \$73,395.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Read, Martin & Slickm	990-PF preparation	775.			

Total

775.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SunTrust Bank	fiduciary fees	1,736.	1,736.		
Provident Trust Co	fiduciary fees	8,880.	8,880.		
Total		<u>10,616.</u>	<u>10,616.</u>		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
AT&T Inc - 265 sh	6,866.	7,428.
Abbott Labs - 300 sh	14,816.	16,197.
Altria Group Inc - 1100 sh	19,177.	21,593.
Automatic Data Processing - 300 sh	10,547.	12,846.
Berkshire Hathaway Inc - 5 sh	14,645.	16,430.
CVS Caremark Corp - 266 sh	8,397.	8,568.
Chevron Corp - 125 sh	6,681.	9,624.
Cintas Corp - 400 sh	10,271.	10,428.
ConocoPhillips - 300 sh	13,766.	15,321.
Disney Walt Co - 400 sh	10,163.	12,900.
Exxon Mobil Corp - 185 sh	7,034.	12,615.
Gallagher Arthur J - 500 sh	11,305.	11,255.
General Electric Co - 310 sh	11,191.	4,690.
Genuine Parts Co - 500 sh	13,743.	18,980.
Hewlett Packard - 175 sh	7,026.	9,014.
Hugoton Royalty Trust - 900 sh	14,706.	14,472.
Intel Corp - 300 sh	6,372.	6,120.
Johnson & Johnson - 400 sh	21,598.	25,764.
Kraft Foods Inc - 750 sh	18,318.	20,385.
McDonalds Corp - 165 sh	8,044.	10,303.
Medtronic Inc - 625 sh	17,818.	27,488.
Merck & Co Inc - 105 sh	5,252.	3,837.
Microsoft Corp - 600 sh	13,766.	18,288.
Pepsico Inc - 300 sh	17,523.	18,240.
Pfizer Inc - 250 sh	6,465.	4,548.
Philip Morris Intl - 7500 sh	19,486.	24,095.
Procter & Gamble Co - 300 sh	13,750.	18,189.
Safeway Inc - 500 sh	11,315.	10,645.
Telus Corp Non-vtg - 500 sh	15,732.	15,575.
Wal Mart Stores Inc - 100 sh	5,088.	5,345.
Glaxo-Smith Kline PLC - 600 sh	18,287.	25,350.
Total	<u>379,148.</u>	<u>436,533.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Federal Farm Credit Bank Cons Bd 6/9/08 5.05% 6/19/15	50,000.	50,875.
Federal Home Loan Mtg Corp Med Term 7/19/06 6% 7/19/16	51,216.	51,437.
Federal Home Loan Bank Bd 6/14/07 6% 6/14/17	50,150.	51,125.
Federal Home Loan Bank Bd 10/19/07 5.5% 10/19/17	50,550.	51,547.
Federal Home Loan Bank Bd 10/29/07 5.25% 10/29/14	50,750.	51,828.
Baltimore County Md BABS 4.15% 11/1/18	49,999.	48,473.
General Dynamics Global Notes 8/14/03 4.5% 8/15/10	50,257.	51,291.
Total	<u>352,922.</u>	<u>356,576.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Vanguard Short Term Invmt Grade Admiral - 23,496.241 sh	250,000.	248,825.
Total	<u>250,000.</u>	<u>248,825.</u>