CISLT83FG8

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

**2009**

**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.

THE KNOX FOUNDATION
3133 WASHINGTON ROAD, N.W.
THOMSON, GA 30824

A Employer identification number: 58-6163728

B Telephone number (see the instructions): 706-595-1907

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, column (c), line 16) ► $ 49,348,838.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(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) | 337,291. | | | |
| 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 | 1,575,043. | 1,575,043. | 1,575,043. | |
| 5a Gross rents | 274,465. | 274,465. | 274,465. | |
| b Net rental income or (loss) 167,154. | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | -1,213,007. | | | |
| b Gross sales price for all assets on line 6a 5,438,326. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| 8 Net short-term capital gain | | | 436,866. | |
| 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) See Statement 1 | 222. | | | |
| 12 **Total.** Add lines 1 through 11 | 974,014. | 1,849,508. | 2,286,374. | |
| **OPERATING AND ADMINISTRATIVE EXPENSES** 13 Compensation of officers, directors, trustees, etc. | 120,000. | 60,000. | | 60,000. |
| 14 Other employee salaries and wages | 85,000. | 42,500. | | 42,500. |
| 15 Pension plans, employee benefits | 51,250. | 25,625. | | 25,625. |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach sch) See St. 2 | 7,650. | 3,825. | | 3,825. |
| c Other prof fees (attach sch) See St. 3 | 83,399. | 83,399. | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule)(see instrs) See Stm 4 | 28,475. | 7,432. | | 7,432. |
| 19 Depreciation (attach sch) and depletion | 79,640. | 79,640. | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) See Statement 5 | 186,887. | 163,731. | | 23,156. |
| 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 642,301. | 466,152. | | 162,538. |
| 25 Contributions, gifts, grants paid Part XV | 2,806,474. | | | 2,806,474. |
| 26 **Total expenses and disbursements.** Add lines 24 and 25 | 3,448,775. | 466,152. | 0. | 2,969,012. |
| 27 Subtract line 26 from line 12: | | | | |
| a **Excess of revenue over expenses and disbursements** | -2,474,761. | | | |
| b **Net investment income** (if negative, enter -0-) | | 1,383,356. | | |
| c **Adjusted net income** (if negative, enter -0-) | | | 2,286,374. | |

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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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| **ASSETS** 1 | Cash – non-interest-bearing | | | |
| 2 | Savings and temporary cash investments | 7,201,553. | 2,698,539. | 2,698,539. |
| 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 | 9,648. | 11,446. | 11,446. |
| 10a | Investments – U.S. and state government obligations (attach schedule) | | | |
| b | Investments – corporate stock (attach schedule) Statement 6 | 32,704,052. | 34,993,574. | 34,993,574. |
| c | Investments – corporate bonds (attach schedule) Statement 7 | 1,046,990. | 6,461,381. | 6,461,381. |
| 11 | Investments – land, buildings, and equipment: basis ► 4,981,047. | | | |
| | Less: accumulated depreciation (attach schedule) See Stmt 8 ► 1,115,124. | 3,944,152. | 3,865,923. | 4,981,047. |
| 12 | Investments – mortgage loans | | | |
| 13 | Investments – other (attach schedule) | | | |
| 14 | Land, buildings, and equipment: basis ► | | | |
| | Less: accumulated depreciation (attach schedule) ► | | | |
| 15 | Other assets (describe ► See Statement 9 ) | 247,045. | 202,851. | 202,851. |
| 16 | **Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I) | 45,153,440. | 48,233,714. | 49,348,838. |
| **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 ► See Statement 10 ) | 54,375. | 63,258. | |
| 23 | **Total liabilities** (add lines 17 through 22) | 54,375. | 63,258. | |
| **NET ASSETS OR FUND BALANCES** | **Foundations that follow SFAS 117, check here** ► [X] **and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 | Unrestricted | 45,099,065. | 48,170,456. | |
| 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 | | | |
| 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) | 45,099,065. | 48,170,456. | |
| 31 | **Total liabilities and net assets/fund balances** (see the instructions) | 45,153,440. | 48,233,714. | |

**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 | 45,099,065. |
| 2 | Enter amount from Part I, line 27a | 2 | -2,474,761. |
| 3 | Other increases not included in line 2 (itemize) ► See Statement 11 | 3 | 5,546,152. |
| 4 | Add lines 1, 2, and 3 | 4 | 48,170,456. |
| 5 | Decreases not included in line 2 (itemize) ► | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 48,170,456. |

**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) |
|---|---|---|---|---|
| 1a | See Statement 12 | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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)) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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 -1,213,007.

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 ....... 3 436,866.

**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 | 3,575,775. | 56,381,209. | 0.063421 |
| 2007 | 3,464,017. | 72,690,570. | 0.047654 |
| 2006 | 1,906,484. | 71,586,261. | 0.026632 |
| 2005 | 2,369,283. | 64,567,914. | 0.036694 |
| 2004 | 2,133,127. | 59,978,298. | 0.035565 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.209966 |
| 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 | 0.041993 |
| 4 | Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 47,045,570. |
| 5 | Multiply line 4 by line 3 | 5 | 1,975,585. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 13,834. |
| 7 | Add lines 5 and 6 | 7 | 1,989,419. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 2,969,012. |

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.) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ▶ [X] and enter 1% of Part I, line 27b | | 1 | 13,834. |
| 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 | 13,834. |
| 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 | 13,834. |
| 6 Credits/Payments: | | | |
| a 2009 estimated tax pmts and 2008 overpayment credited to 2009 | 6a 25,280. | | |
| 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 | 25,280. |
| 8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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 | 0. |
| 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶ | | 10 | 11,446. |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ▶ 11,446. | Refunded ▶ | 11 | 0. |

**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? | 1a | | X |
| b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? | 1b | | X |
| *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.* | | | |
| c Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0. | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 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.* | 2 | | 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.* | 3 | | X |
| 4a Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b If 'Yes,' has it filed a tax return on **Form 990-T** for this year? | 4b | N/A | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.* | 5 | | 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? | 6 | X | |
| 7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV.* | 7 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ▶ 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* | 8b | 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* | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.* | 10 | | X |

**Part VII-A Statements Regarding Activities** *Continued*

| | | | Yes | No |
|---|---|---|---|---|
| 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? | 13 | X | |

Website address ► N/A

14 The books are in care of ► JEFFERSON KNOX Telephone no. ► (706) 595-1907

Located at ► 3133 Washington Rd N W THOMSON GA ZIP + 4 ► 30824

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

**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? ☐ 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)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ► ☐ | | | |
| 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? ☐ Yes ☒ No<br>If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ . | | | |
| 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.) | 2b | N/A | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.<br>► 20__ , 20__ , 20__ , 20__ . | | | |
| 3a | 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.)* | 3b | N/A | |
| 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 |

**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)? | 5b | 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<br>*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?<br>*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? | 7b | N/A | |

**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 |
|---|---|---|---|---|
| BOONE A. KNOX<br>P.O. BOX 26<br>THOMSON, GA 30824 | Trustee<br>0 | 0. | 0. | 0. |
| JEFFERSON B. A. KNOX<br>P. O. BOX 26<br>THOMSON, GA 30824 | DIRECTOR<br>40.00 | 120,000. | 30,000. | 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 |
|---|---|---|---|---|
| JUDY WHIDDON<br>P.O. BOX 26<br>THOMSON, GA 30824 | ADMINISTRATIV<br>40 | 85,000. | 21,250. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**Total** number of other employees paid over $50,000 ► [illegible]

**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 | ► | 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** (see instructions)

| 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.<br>3 | |
| **Total.** Add lines 1 through 3 ► | 0. |

**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 | 37,602,999. |
| b Average of monthly cash balances | | 1b | 4,950,046. |
| c Fair market value of all other assets (see instructions) | | 1c | 5,208,955. |
| d **Total** (add lines 1a, b, and c) | | 1d | 47,762,000. |
| 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 | 47,762,000. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | | 4 | 716,430. |
| 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | 5 | 47,045,570. |
| 6 **Minimum investment return.** Enter 5% of line 5 | | 6 | 2,352,279. |

**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 | 2,352,279. |
| 2a Tax on investment income for 2009 from Part VI, line 5 | 2a 13,834. | | |
| b Income tax for 2009. (This does not include the tax from Part VI.) | 2b | | |
| c Add lines 2a and 2b | | 2c | 13,834. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | | 3 | 2,338,445. |
| 4 Recoveries of amounts treated as qualifying distributions | | 4 | |
| 5 Add lines 3 and 4 | | 5 | 2,338,445. |
| 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 | 2,338,445. |

**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 | 2,969,012. |
| 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 | 2,969,012. |
| 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 | 13,834. |
| 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 2,955,178. |

**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.



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## 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 | | | | 2,338,445. |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | 2,602,073. | |
| b Total for prior years: 20___, 20___, 20___ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | | | | |
| e From 2008 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 2,969,012. | | | | |
| a Applied to 2008, but not more than line 2a | | | 2,602,073. | |
| 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 | | | | 366,939. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 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 | 0. | | | |
| 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 | | | | 1,971,506. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 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 | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 | | | | |
| e Excess from 2009 | | | | |

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

1 a 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)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | (e) Total |
| 2 a 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).)

See Statement 13

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:

See Statement 14

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | 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 |
|---|---|---|---|---|
| a *Paid during the year* | | | | |
| See Statement 15 | | | | |
| **Total** | | | ► 3a | 2,806,474. |
| b *Approved for future payment* | | | | |
| **Total** | | | ► 3b | |

**Part XVI-A Analysis of Income-Producing Activities**

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion 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 | 1,575,043. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | 16 | 167,154. | |
| 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 | -1,213,007. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a MISCELLEANOUS RECEIPTS | | | 19 | 222. | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 529,412. | |

13 *Total. Add line 12, columns (b), (d), and (e)* ........ 13 529,412.

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

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.) |
|---|---|
| N/A | |

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

| | | Yes | No |
|---|---|---|---|
| 1 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? | | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a (1) | | X |
| (2) Other assets | 1a (2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b (1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b (2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b (3) | | X |
| (4) Reimbursement arrangements | 1b (4) | | X |
| (5) Loans or loan guarantees | 1b (5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b (6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

d 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.

| (a) Line no. | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| N/A | | | |

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 | | |

**SIGN HERE**

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.

► X [signature] | Date | ► PRESIDENT

Signature of officer or trustee | Date | Title

| Paid Preparer's Use Only | | | |
|---|---|---|---|
| Preparer's signature | [signature] | Date 2-7-12 | Check if self-employed ► ☒ Preparer's Identifying number (See Signature in the instrs) N/A |
| Firm's name (or yours if self-employed), address, and ZIP code | Baird & Company, CPAs, LLC<br>4210 Columbia Rd., Bldg #10<br>Augusta, GA 30907 | | EIN ► N/A<br>Phone no ► (706) 855-9500 |



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**Statement 1**
**Form 990-PF, Part I, Line 11**
**Other Income**

| | (a) Revenue per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|---|---|---|---|
| MISCELLEANOUS RECEIPTS | $ 222. | | |
| Total | $ 222. | $ 0. | $ 0. |

**Statement 2**
**Form 990-PF, Part I, Line 16b**
**Accounting Fees**

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| BAIRD & COMPANY, CPA | $ 7,650. | $ 3,825. | | $ 3,825. |
| Total | $ 7,650. | $ 3,825. | $ 0. | $ 3,825. |

**Statement 3**
**Form 990-PF, Part I, Line 16c**
**Other Professional Fees**

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| INVESTMENT FEES | $ 83,399. | $ 83,399. | | |
| Total | $ 83,399. | $ 83,399. | $ 0. | $ 0. |

**Statement 4**
**Form 990-PF, Part I, Line 18**
**Taxes**

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| EXCISE TAX | $ 13,611. | | | |
| PAYROLL TAXES | 14,864. | $ 7,432. | | $ 7,432. |
| Total | $ 28,475. | $ 7,432. | $ 0. | $ 7,432. |

**Statement 5**
**Form 990-PF, Part I, Line 23**
**Other Expenses**

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| MISCELLANEOUS EXPENSE | $ 3,420. | $ 1,710. | | $ 1,710. |
| OFFICE SUPPLIES | 443. | 222. | | 221. |
| TELEPHONE EXPENSES | 1,648. | 824. | | 824. |
| DUES | 12,108. | 6,054. | | 6,054. |
| REPAIRS | 46. | 23. | | 23. |
| INSURANCE - HEALTH | 28,163. | 14,081. | | 14,082. |
| COMPUTER | 484. | 242. | | 242. |
| PORTFOLIO EXPENSES - FROM K-1 | 33,169. | 33,169. | | |
| BLACKSTONE GROUP K-1 | 95. | 95. | | |
| Rental Expenses | 107,311. | 107,311. | | |
| Total | $ 186,887. | $ 163,731. | $ 0. | $ 23,156. |

**Statement 6**
**Form 990-PF, Part II, Line 10b**
**Investments - Corporate Stocks**

| Corporate Stocks | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| 179,017 SHS REGIONS FINANCIAL CORP | Mkt Val | $ 947,000. | $ 947,000. |
| 169,696 SHS COUSINS PROPERTIES | Mkt Val | 1,294,781. | 1,294,781. |
| 100,000 SHS WACHOVIA | Mkt Val | 0. | 0. |
| 359,678 SHS EQUITY RESID PROPERTIES | Mkt Val | 12,149,923. | 12,149,923. |
| 50,000 SHS FAMILY DOLLAR STORES | Mkt Val | 1,391,500. | 1,391,500. |
| 175 SHS ALTRIA GROUP | Mkt Val | 3,435. | 3,435. |
| 10,000 SHS INTEL CORP | Mkt Val | 204,000. | 204,000. |
| 4,075 SHS EXXON MOBILE CORP | Mkt Val | 277,874. | 277,874. |
| 5,000 SHS JOHNSON & JOHNSON | Mkt Val | 322,050. | 322,050. |
| 11,000 SHS PFIZER INC | Mkt Val | 0. | 0. |
| 2,866 SHS WELLS FARGO | Mkt Val | 77,353. | 77,353. |
| 9800 SHS AMBAC | Mkt Val | 0. | 0. |
| 4,600 SHS CHEVRON TEXACO | Mkt Val | 354,154. | 354,154. |
| 1,245 SHS COUSINS PROPERTIES | Mkt Val | 9,502. | 9,502. |
| EXXON MOBILE 30,000 SHS | Mkt Val | 0. | 0. |
| 14,700 SHS PRUDENTIAL FINANCIAL | Mkt Val | 731,472. | 731,472. |
| US BANCORP 9,000 SHS | Mkt Val | 0. | 0. |
| BELLE MEADE - 5010 SHS | Mkt Val | 11,000. | 11,000. |
| GE 30,000 SHS | Mkt Val | 453,900. | 453,900. |
| AFLAC 5000 SHS | Mkt Val | 0. | 0. |
| GENERAL DYNAMICS 3,500 SHS | Mkt Val | 238,595. | 238,595. |
| GE 8,500 SHS | Mkt Val | 0. | 0. |
| CHEVRONTEXACO - 20,000 SHS | Mkt Val | 0. | 0. |
| RAYONIER INC - 90,000 SHS | Mkt Val | 3,794,400. | 3,794,400. |
| 5,500 SHS ABBOTT LABS | Mkt Val | 296,945. | 296,945. |
| 4,500 SHS AMERICAN INT'L GROUP | Mkt Val | 0. | 0. |
| 6,000 SHS DOVER CORP | Mkt Val | 0. | 0. |
| 10,000 SHS CITIGROUP | Mkt Val | 33,100. | 33,100. |
| 10,000 SHS PRINCIPAL FIN'L GROUP | Mkt Val | 0. | 0. |
| 50,000 SHS AT&T | Mkt Val | 1,401,500. | 1,401,500. |
| 8,000 SHS AT&T INC | Mkt Val | 224,240. | 224,240. |
| 4,500 SHS COLGATE-PALMOLIVE CO | Mkt Val | 0. | 0. |
| 2,600 SHS W.W. GRAINGER INC | Mkt Val | 251,758. | 251,758. |

**Statement 6 (continued)**
**Form 990-PF, Part II, Line 10b**
**Investments - Corporate Stocks**

| Corporate Stocks | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| 2,100 SHS INTL BUSINESS MACHINES CORP | Mkt Val | $ 274,890. | $ 274,890. |
| 12,000 SHS WOLVERINE WORLD WIDE | Mkt Val | 326,640. | 326,640. |
| 7,025 SHS COVENTRY HEALTHCARE | Mkt Val | 0. | 0. |
| 4600 SHRS HELMERICH & PAYNE INC | Mkt Val | 183,448. | 183,448. |
| 4000 NORTHERN TRUST CORP | Mkt Val | 209,600. | 209,600. |
| 8000 WALGREEN CO | Mkt Val | 293,760. | 293,760. |
| 8,000 AMERICAN CAPTIAL STRATEGIES | Mkt Val | 0. | 0. |
| 13,800 BEST BUY CO INC | Mkt Val | 0. | 0. |
| SECURITY BANK 67,879 SHS | Mkt Val | 0. | 0. |
| SYSCO CORP 9,000 SHS | Mkt Val | 0. | 0. |
| HENDERSON INTL OPPORT 89,549 SHS | Mkt Val | 1,799,030. | 1,799,030. |
| KRAFT - 121 SHS | Mkt Val | 0. | 0. |
| MORGAN KEEGAN EARLY STAGE | Mkt Val | 118,500. | 118,500. |
| ADP - 6000 SHS | Mkt Val | 0. | 0. |
| CINTAS - 8,500 SHS | Mkt Val | 0. | 0. |
| ARTHUR GALLAGHER - 11,000 SHS | Mkt Val | 247,610. | 247,610. |
| LINEAR TECHNOLOGY - 10,000 SHS | Mkt Val | 305,600. | 305,600. |
| MCCORMICK - 8,425 SHS | Mkt Val | 304,395. | 304,395. |
| PEPSICO - 4,650 SHS | Mkt Val | 282,720. | 282,720. |
| PROCTOR & GAMBLE - 4,900 SHS | Mkt Val | 297,087. | 297,087. |
| VALSPAR - 9,000 SHS | Mkt Val | 244,260. | 244,260. |
| MBIA - 8,000 SHS | Mkt Val | 0. | 0. |
| MCGRAW-HILL 9,700 SHS | Mkt Val | 0. | 0. |
| MYAN LABS - 25,000 | Mkt Val | 0. | 0. |
| ALTRIA GROUP - 2,745 SHS | Mkt Val | 53,884. | 53,884. |
| AMAZON - 2,280 SHS | Mkt Val | 306,706. | 306,706. |
| APPLE - 1,070 SHS | Mkt Val | 225,483. | 225,483. |
| BOEING - 2,025 SHS | Mkt Val | 0. | 0. |
| CATERPILLAR - 2,680 SHS | Mkt Val | 152,733. | 152,733. |
| COACH - 5,520 SHS | Mkt Val | 0. | 0. |
| EMC CORP - 8,140 SHS | Mkt Val | 0. | 0. |
| GOOGLE - 290 SHS | Mkt Val | 179,794. | 179,794. |
| HEARTLAND PAYMENT SYSTEMS - 7125 SHS | Mkt Val | 0. | 0. |
| PLANTRONICS - 7500 SHS | Mkt Val | 0. | 0. |
| RESEARCH IN MOTION - 1650 SHS | Mkt Val | 0. | 0. |
| WACHOVIA - 4350 SHS | Mkt Val | 0. | 0. |
| YUM BRANDS - 5085 SHS | Mkt Val | 0. | 0. |
| GARMIN - 10,000 SHS | Mkt Val | 0. | 0. |
| GENUINE PARTS - 6200 SHS | Mkt Val | 235,352. | 235,352. |
| MK FUND OF FUNDS II | Mkt Val | 665,000. | 665,000. |
| AUTODESK 4500 SHS | Mkt Val | 0. | 0. |
| GENERAL ELECTRIC 5800 SHS | Mkt Val | 0. | 0. |
| LABORATORY CORP 1000 SHS | Mkt Val | 74,840. | 74,840. |
| NOBLE CORP - 2400 SHS | Mkt Val | 97,680. | 97,680. |
| MICROSOFT - 20,000 SHS | Mkt Val | 609,600. | 609,600. |
| PHILLIP MORRIS - 2745 SHS | Mkt Val | 0. | 0. |
| HOLLY CORP - 3500 SHS | Mkt Val | 89,705. | 89,705. |
| MCGRAW-HILL 6550 SHS | Mkt Val | 0. | 0. |
| MEREDITH CORP - 8000 SHS | Mkt Val | 0. | 0. |
| PARKER HANNIFIN - 5000 SHS | Mkt Val | 0. | 0. |
| T ROWE PRICE - 4700 SHS | Mkt Val | 250,275. | 250,275. |
| STRYKER CORP - 5575 SHS | Mkt Val | 280,812. | 280,812. |
| PHILLIP MORRIS - 175 SHS | Mkt Val | 0. | 0. |
| CULLEN FROST BANKERS - 3000 SHS | Mkt Val | 150,000. | 150,000. |
| HUDSON CITY BANCORP - 16775 SHS | Mkt Val | 230,321. | 230,321. |

**Statement 6 (continued)**
**Form 990-PF, Part II, Line 10b**
**Investments - Corporate Stocks**

| Corporate Stocks | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| INTEL - 11000 SHS | Mkt Val | $ 224,400. | $ 224,400. |
| LOWES - 10000 SHS | Mkt Val | 233,900. | 233,900. |
| MERCK - 7000 SHS | Mkt Val | 255,780. | 255,780. |
| PROGRESS ENERGY - 5600 SHS | Mkt Val | 229,656. | 229,656. |
| UNITED PARCEL SERVICE - 4150 SHS | Mkt Val | 238,086. | 238,086. |
| VERIZON COMMUNICATIONS - 8550 SHS | Mkt Val | 283,261. | 283,261. |
| PARTNER RE LIMITED - 3200 SHS | Mkt Val | 238,912. | 238,912. |
| CVS/CAREMARK - 3500 SHS | Mkt Val | 112,735. | 112,735. |
| FLUCOR - 2300 SHS | Mkt Val | 103,592. | 103,592. |
| ALCON - 700 SHS | Mkt Val | 115,045. | 115,045. |
| | Total | $ 34,993,574. | $ 34,993,574. |

**Statement 7**
**Form 990-PF, Part II, Line 10c**
**Investments - Corporate Bonds**

| Corporate Bonds | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| GMAC GLOBAL NOTES | Mkt Val | $ 0. | $ 0. |
| MERRILL LYNCH 0.0% | Mkt Val | 0. | 0. |
| BB&T CAP 8.95% | Mkt Val | 67,150. | 67,150. |
| BANK OF AMERICA 7.25% | Mkt Val | 110,000. | 110,000. |
| FREEPORT 6.75% | Mkt Val | 195,517. | 195,517. |
| REGIONS FINANCING 8.875 | Mkt Val | 286,418. | 286,418. |
| SUNTRUST CAPITAL 7.875% | Mkt Val | 172,317. | 172,317. |
| WACHOVIA CAP | Mkt Val | 263,848. | 263,848. |
| WELLS FARGO | Mkt Val | 165,240. | 165,240. |
| BANK OF AMERICA | Mkt Val | 46,200. | 46,200. |
| MORGAN STANLEY | Mkt Val | 65,670. | 65,670. |
| PIMCO LOW DURATION | Mkt Val | 5,089,021. | 5,089,021. |
| | Total | $ 6,461,381. | $ 6,461,381. |

**Statement 8**
**Form 990-PF, Part II, Line 11**
**Investments - Land, Buildings, and Equipment**

| Category | Basis | Accum. Deprec. | Book Value | Fair Market Value |
|---|---|---|---|---|
| Furniture and Fixtures | $ 31,118. | $ 24,580. | $ 6,538. | $ 31,118. |
| Buildings | 3,622,864. | 1,090,544. | 2,532,320. | 3,622,864. |
| Land | 1,327,065. | | 1,327,065. | 1,327,065. |
| Total | $ 4,981,047. | $ 1,115,124. | $ 3,865,923. | $ 4,981,047. |

**Statement 9**
**Form 990-PF, Part II, Line 15**
**Other Assets**

| | Book Value | Fair Market Value |
|---|---|---|
| ACCRUED DIVIDENDS | $ 129,351. | $ 129,351. |
| NOTES RECEIVABLE | 73,500. | 73,500. |
| Total | $ 202,851. | $ 202,851. |

**Statement 10**
**Form 990-PF, Part II, Line 22**
**Other Liabilities**

| | |
|---|---|
| OPTIONS | $ 63,258. |
| Total | $ 63,258. |

**Statement 11**
**Form 990-PF, Part III, Line 3**
**Other Increases**

| | |
|---|---|
| UNREALIZED GAIN ON FMV OF INVESTMENTS | $ 5,546,152. |
| Total | $ 5,546,152. |

**Statement 12**
**Form 990-PF, Part IV, Line 1**
**Capital Gains and Losses for Tax on Investment Income**

| Item | (a) Description | (b) How Acquired | (c) Date Acquired | (d) Date Sold |
|---|---|---|---|---|
| 1 | 8500 GENERAL ELECTRIC | Purchased | Various | 3/26/2009 |
| 2 | 5000 AFLAC | Purchased | 2/06/2002 | 5/01/2009 |
| 3 | 6000 AUTOMATIC DATA PROCESSING INC | Purchased | 3/07/2007 | 5/01/2009 |
| 4 | 1200 WW GRAINGER INC | Purchased | 8/29/2005 | 5/01/2009 |
| 5 | 550 INTL BUSINESS MACHINES CORP | Purchased | 10/14/2005 | 5/01/2009 |
| 6 | 8000 MEREDITH CORP | Purchased | Various | 5/01/2009 |
| 7 | 5000 PARKER HANNIFIN CO | Purchased | 9/11/2008 | 5/01/2009 |
| 8 | 4000 VALSPAR CORP | Purchased | 12/14/2007 | 5/01/2009 |
| 9 | 9000 SYSCO CORP | Purchased | Various | 7/02/2009 |
| 10 | 6225 CARDINAL HEALTH, INC. | Purchased | 5/01/2009 | 8/04/2009 |
| 11 | 4500 COLGATE-PALMOLIVE CO | Purchased | 7/19/2005 | 8/04/2009 |
| 12 | 6550 MCGRAW-HILL INC | Purchased | 6/24/2008 | 10/26/2009 |
| 13 | 10000 GARMIN LTD | Purchased | 10/02/2007 | 12/02/2009 |
| 14 | 2025 BOEING CO | Purchased | Various | 12/03/2009 |
| 15 | 5520 COACH INC | Purchased | Various | 12/03/2009 |
| 16 | 8140 EMC CORPORATION | Purchased | Various | 12/03/2009 |
| 17 | 7125 HEARTLAND PAYMENT SYSTEMS INC | Purchased | Various | 12/03/2009 |
| 18 | 2745 PHILIP MORRIS INTL | Purchased | Various | 12/03/2009 |
| 19 | 7500 PLANTRONICS INC | Purchased | 10/24/2007 | 12/03/2009 |
| 20 | 1650 RESEARCH IN MOTION | Purchased | Various | 12/03/2009 |
| 21 | 5085 YUM BRANDS INC | Purchased | Various | 12/03/2009 |

**Statement 12 (continued)**
**Form 990-PF, Part IV, Line 1**
**Capital Gains and Losses for Tax on Investment Income**

| Item | (a) Description | (b) How Acquired | (c) Date Acquired | (d) Date Sold |
|---|---|---|---|---|
| 22 | 4500 AUTODESK INC | Purchased | 6/25/2008 | 1/20/2009 |
| 23 | 4600 WACHOVIA CAP TR X PFD 7.85% | Purchased | Various | Various |
| 24 | 2300 PLUM CREEK TIMBER CO. | Purchased | 2/20/2009 | 2/23/2009 |
| 25 | 5000 BLACKSTONE GROUP LP | Purchased | 1/29/2009 | Various |
| 26 | 3900 BANK OF AMERICA FRN LIB +65BP | Purchased | Various | Various |
| 27 | 5800 GENERAL ELECTRIC CO | Purchased | 6/25/2008 | 9/16/2009 |
| 28 | 1000 MONSANTO COMPANY | Purchased | Various | 12/21/2009 |
| 29 | 1350 LABORATORY CORPORATION OF AMERICA | Purchased | 6/25/2008 | 12/23/2009 |
| 30 | 0.085 WELLS FARGO & COMPANY (NEW) | Purchased | 10/31/2007 | 1/02/2009 |
| 31 | 7500 CATERPILLAR INC DEL | Purchased | 3/20/2009 | Various |
| 32 | 121 KRAFT FOODS | Purchased | 7/06/2000 | 8/25/2009 |
| 33 | 175 PHILIP MORRIS INTL | Purchased | 7/06/2000 | 8/25/2009 |
| 34 | 10000 PRINCIPAL FINANCIAL GROUP INC | Purchased | 10/05/2004 | 8/25/2009 |
| 35 | 200 CHEVRON | Purchased | 12/17/2008 | 1/20/2009 |
| 36 | 100 EXXON MOBIL CORP | Purchased | 12/18/2008 | 1/20/2009 |
| 37 | 100 PROCTOR & GAMBLE | Purchased | 12/17/2008 | 1/20/2009 |
| 38 | 281 RAYONIER | Purchased | 12/24/2008 | 1/20/2009 |
| 39 | 84 CHEVRON | Purchased | 1/21/2009 | 2/23/2009 |
| 40 | 100 EXXON MOBIL CORP | Purchased | 1/21/2009 | 2/23/2009 |
| 41 | 130 RAYONIER | Purchased | 8/07/2008 | 2/23/2009 |
| 42 | 476 RAYONIER | Purchased | 12/30/2008 | 2/23/2008 |
| 43 | 100 WALMART | Purchased | 1/21/2009 | 2/23/2009 |
| 44 | 120 CATEPILLAR | Purchased | 2/09/2009 | 3/23/2009 |
| 45 | 100 CHEVRON | Purchased | 3/26/2009 | 4/20/2009 |
| 46 | 100 EXXON MOBIL CORP | Purchased | 3/26/2009 | 4/20/2009 |
| 47 | 100 CHEVRON | Purchased | 4/08/2009 | 5/18/2009 |
| 48 | 75 CATEPILLAR | Purchased | 3/02/2009 | 7/16/2009 |
| 49 | 10 CATEPILLAR | Purchased | 3/02/2009 | 8/05/2009 |
| 50 | 450 RAYONIER | Purchased | 4/30/2009 | 8/21/2009 |
| 51 | 35 CATEPILLAR | Purchased | 3/02/2009 | 8/24/2009 |
| 52 | 450 RAYONIER | Purchased | 4/29/2009 | 11/23/2009 |
| 53 | 45 AUTODESK INC | Purchased | 12/03/2008 | 1/20/2009 |
| 54 | 50 INGERSOL RAND | Purchased | 12/11/2008 | 1/20/2009 |
| 55 | 25 PLUM CREEK | Purchased | 1/20/2009 | 2/23/2009 |
| 56 | 50 GENERAL ELECTRIC | Purchased | 12/23/2008 | 3/23/2009 |
| 57 | 10 MONSANTO COMPANY | Purchased | 2/11/2009 | 3/23/2009 |
| 58 | 20 PLUM CREEK | Purchased | 4/01/2009 | 4/20/2009 |
| 59 | 50 GENERAL ELECTRIC | Purchased | 4/01/2009 | 5/18/2009 |
| 60 | 49 BLACKSTONE GROUP LP | Purchased | 4/27/2009 | 5/27/2009 |
| 61 | 1 BLACKSTONE GROUP LP | Purchased | 4/27/2009 | 6/15/2009 |
| 62 | 6 MONSANTO COMPANY | Purchased | 5/27/2009 | 7/07/2009 |
| 63 | 4 MONSANTO COMPANY | Purchased | 5/27/2009 | 7/20/2009 |
| 64 | 30 CVS/CAREMARK | Purchased | 6/26/2009 | 8/24/2009 |
| 65 | 4 MYAN LABS | Purchased | 7/15/2009 | 8/24/2009 |
| 66 | 58 GENERAL ELECTRIC | Purchased | 7/31/2009 | 9/17/2009 |
| 67 | 23 FREEPORT MCMORAN | Purchased | 11/04/2008 | 12/11/2009 |
| 68 | MBIA SETTLEMENT | Purchased | Various | 4/30/2009 |
| 69 | EL PASO SETTLEMENT | Purchased | Various | 4/30/2009 |
| 70 | CARDINAL HEALTH SETTLEMENT | Purchased | Various | 9/30/2009 |
| 71 | FROM MK EARLY STAGE FUND K-1 | Purchased | Various | Various |
| 72 | FROM MK PRIVATE EQUITY FUND | Purchased | Various | Various |
| 73 | FROM BLACKSTONE GRP K-1 | Purchased | Various | Various |
| 74 | FROM BLACKSTONE GRP K-1 | Purchased | Various | Various |

**Statement 12 (continued)**
**Form 990-PF, Part IV, Line 1**
**Capital Gains and Losses for Tax on Investment Income**

| Item | (e) Gross Sales | (f) Deprec. Allowed | (g) Cost Basis | (h) Gain (Loss) | (i) FMV 12/31/69 | (j) Adj. Bas. 12/31/69 | (k) Excess (i)-(j) | (l) Gain (Loss) |
|---|---|---|---|---|---|---|---|---|
| 1 | 90,354. | | 238,226. | -147,872. | | | | $-147,872. |
| 2 | 144,458. | | 130,325. | 14,133. | | | | 14,133. |
| 3 | 207,907. | | 263,427. | -55,520. | | | | -55,520. |
| 4 | 99,039. | | 75,877. | 23,162. | | | | 23,162. |
| 5 | 56,984. | | 45,206. | 11,778. | | | | 11,778. |
| 6 | 199,195. | | 355,259. | -156,064. | | | | -156,064. |
| 7 | 223,494. | | 301,937. | -78,443. | | | | -78,443. |
| 8 | 94,358. | | 93,331. | 1,027. | | | | 1,027. |
| 9 | 196,841. | | 275,619. | -78,778. | | | | -78,778. |
| 10 | 206,004. | | 211,462. | -5,458. | | | | -5,458. |
| 11 | 323,649. | | 231,639. | 92,010. | | | | 92,010. |
| 12 | 191,552. | | 268,657. | -77,105. | | | | -77,105. |
| 13 | 303,336. | | 1036875. | -733,539. | | | | -733,539. |
| 14 | 109,511. | | 195,103. | -85,592. | | | | -85,592. |
| 15 | 198,113. | | 199,761. | -1,648. | | | | -1,648. |
| 16 | 136,911. | | 199,597. | -62,686. | | | | -62,686. |
| 17 | 80,178. | | 200,235. | -120,057. | | | | -120,057. |
| 18 | 136,402. | | 138,733. | -2,331. | | | | -2,331. |
| 19 | 184,701. | | 201,418. | -16,717. | | | | -16,717. |
| 20 | 97,499. | | 200,831. | -103,332. | | | | -103,332. |
| 21 | 180,219. | | 199,755. | -19,536. | | | | -19,536. |
| 22 | 71,796. | | 162,874. | -91,078. | | | | -91,078. |
| 23 | 90,891. | | 47,841. | 43,050. | | | | 43,050. |
| 24 | 67,910. | | 69,506. | -1,596. | | | | -1,596. |
| 25 | 44,717. | | 25,253. | 19,464. | | | | 19,464. |
| 26 | 51,518. | | 89,755. | -38,237. | | | | -38,237. |
| 27 | 74,812. | | 163,854. | -89,042. | | | | -89,042. |
| 28 | 80,974. | | 80,067. | 907. | | | | 907. |
| 29 | 102,798. | | 94,640. | 8,158. | | | | 8,158. |
| 30 | 2. | | 20. | -18. | | | | -18. |
| 31 | 335,198. | | 360,000. | -24,802. | | | | -24,802. |
| 32 | 3,440. | | 2,052. | 1,388. | | | | 1,388. |
| 33 | 8,228. | | 4,289. | 3,939. | | | | 3,939. |
| 34 | 281,256. | | 367,604. | -86,348. | | | | -86,348. |
| 35 | 33,500. | | 0. | 33,500. | | | | 33,500. |
| 36 | 13,500. | | 0. | 13,500. | | | | 13,500. |
| 37 | 12,000. | | 0. | 12,000. | | | | 12,000. |
| 38 | 106,228. | | 0. | 106,228. | | | | 106,228. |
| 39 | 7,894. | | 0. | 7,894. | | | | 7,894. |
| 40 | 11,030. | | 0. | 11,030. | | | | 11,030. |
| 41 | 64,004. | | 0. | 64,004. | | | | 64,004. |
| 42 | 134,009. | | 0. | 134,009. | | | | 134,009. |
| 43 | 5,500. | | 0. | 5,500. | | | | 5,500. |
| 44 | 14,854. | | 0. | 14,854. | | | | 14,854. |
| 45 | 11,657. | | 0. | 11,657. | | | | 11,657. |
| 46 | 9,999. | | 0. | 9,999. | | | | 9,999. |
| 47 | 12,999. | | 0. | 12,999. | | | | 12,999. |
| 48 | 13,424. | | 0. | 13,424. | | | | 13,424. |
| 49 | 1,790. | | 0. | 1,790. | | | | 1,790. |
| 50 | 89,489. | | 3,481. | 86,008. | | | | 86,008. |
| 51 | 6,265. | | 0. | 6,265. | | | | 6,265. |
| 52 | 134,488. | | 0. | 134,488. | | | | 134,488. |
| 53 | 3,729. | | 0. | 3,729. | | | | 3,729. |

**Statement 12 (continued)**
**Form 990-PF, Part IV, Line 1**
**Capital Gains and Losses for Tax on Investment Income**

| Item | (e) Gross Sales | (f) Deprec. Allowed | (g) Cost Basis | (h) Gain (Loss) | (i) FMV 12/31/69 | (j) Adj. Bas. 12/31/69 | (k) Excess (i)-(j) | (l) Gain (Loss) |
|---|---|---|---|---|---|---|---|---|
| 54 | 5,094. | | 0. | 5,094. | | | | $ 5,094. |
| 55 | 4,894. | | 0. | 4,894. | | | | 4,894. |
| 56 | 5,494. | | 0. | 5,494. | | | | 5,494. |
| 57 | 5,404. | | 0. | 5,404. | | | | 5,404. |
| 58 | 4,244. | | 0. | 4,244. | | | | 4,244. |
| 59 | 4,944. | | 0. | 4,944. | | | | 4,944. |
| 60 | 4,061. | | 0. | 4,061. | | | | 4,061. |
| 61 | 83. | | 0. | 83. | | | | 83. |
| 62 | 2,772. | | 0. | 2,772. | | | | 2,772. |
| 63 | 1,848. | | 0. | 1,848. | | | | 1,848. |
| 64 | 3,612. | | 0. | 3,612. | | | | 3,612. |
| 65 | 269. | | 0. | 269. | | | | 269. |
| 66 | 5,255. | | 0. | 5,255. | | | | 5,255. |
| 67 | 18,164. | | 101,006. | -82,842. | | | | -82,842. |
| 68 | 537. | | 0. | 537. | | | | 537. |
| 69 | 1,679. | | 0. | 1,679. | | | | 1,679. |
| 70 | 9,327. | | 0. | 9,327. | | | | 9,327. |
| 71 | 0. | | 15,786. | -15,786. | | | | -15,786. |
| 72 | 41. | | 0. | 41. | | | | 41. |
| 73 | 0. | | 7. | -7. | | | | -7. |
| 74 | 0. | | 25. | -25. | | | | -25. |
| | | | | | | | Total | $ -1213007. |

**Statement 13**
**Form 990-PF, Part XV, Line 1a**
**Foundation Managers - 2% or More Contributors**

BOONE A. KNOX
JEFFERSON B. A. KNOX

**Statement 14**
**Form 990-PF, Part XV, Line 2a-d**
**Application Submission Information**

| | |
|---|---|
| Name of Grant Program: | |
| Name: | KNOX FOUNDATION |
| Care Of: | c/o JUDY WHIDDON |
| Street Address: | 3133 WASHINGTON RD |
| City, State, Zip Code: | THOMSON, GA 30814 |
| Telephone: | |
| Form and Content: | NO SPECIFIC FORMAT |
| Submission Deadlines: | NO SPECIFIC DEADLINES |
| Restrictions on Awards: | NONE |

**Statement 15**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| AUGUSTA BALLET, INC.<br>1301 GREEN ST<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERL SUPPORT | $ 45,000. |
| AUGUSTA CHILDREN CHORALE<br>PO BOX 115383<br>AUGUSTA, GA 30919 | NONE | EXEMPT | GENERL SUPPORT | 15,000. |
| AUGUSTA CHORAL SOCIETY<br>PO BOX 1402<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERL SUPPORT | 31,500. |
| AUGUSTA OPERA ASSOCIATION<br>P.O. BOX 240<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERL SUPPORT | 25,000. |
| AUGUSTA PLAYERS, INC<br>PO BOX 2352<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERL SUPPORT | 30,000. |
| AUGUSTA SYMPHONY<br>PO BOX 579<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERL SUPPORT | 66,110. |
| CSRA HUMANE SOCIETY<br>P.O. BOX 14667<br>AUGUSTA, GA 30919 | NONE | EXEMPT | GENERL SUPPORT | 25,000. |
| GA/CAROLINA COUNCIL/BSA<br>PO BOX 2247<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERL SUPPORT | 12,000. |
| GERTRUDE HERBERT ART INS<br>506 TELFAIR STREET<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERL SUPPORT | 46,000. |
| GOLDEN HARVEST FOOD BANK<br>3310 COMMERCE DRIVE<br>AUGUSTA, GA 30909 | NONE | EXEMPT | GENERL SUPPORT | 37,500. |
| GREATER AUGUSTA ARTS COUNCIL<br>1301 GREEN STREET<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERL SUPPORT | 15,000. |
| THE HALE FOUNDATION<br>402 WALKER STREET<br>AUGUSTA, GA 30902 | NONE | EXEMPT | GENERL SUPPORT | 25,000. |
| HISTORIC AUGUSTA, INC<br>PO BOX 37<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERL SUPPORT | 12,500. |

**Statement 15 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| SACRED HEART CULTURAL CTR<br>1301 GREENE STREET<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERL SUPPORT | $ 128,000. |
| UNITED WAY- MCDUFFIE CNTY<br>PO BOX 87<br>THOMSON, GA 30824 | NONE | EXEMPT | GENERL SUPPORT | 10,000. |
| UNITED WAY OF CSRA<br>PO BOX 1724<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERL SUPPORT | 16,004. |
| ART FACTORY<br>1510 JOHNS ROAD<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERL SUPPORT | 10,000. |
| EMPTY STOCKING FUND<br>P.O. BOX 1928<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERL SUPPORT | 5,000. |
| TUESDAY MUSIC LIVE<br>605 REYNOLDS ST<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERL SUPPORT | 5,000. |
| AMERICAN CANCER SOCIETY<br>P.O. BOX 539<br>THOMSON, GA 30824 | NONE | EXEMPT | GENERL SUPPORT | 3,000. |
| AUGUSTA URBAN MINISTRIES<br>P.O. BOX 2001<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERL SUPPORT | 33,500. |
| CHILD ENRICHMENT INC<br>P.O. BOX 12036<br>AUGUSTA, GA 30914 | NONE | EXEMPT | GENERL SUPPORT | 35,000. |
| AMERICAN RED CROSS<br>1322 ELLIS STREET<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERL SUPPORT | 60,000. |
| AUGUSTA COLLEGIUM MUSICUM<br>2644 HENRY STREET<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERL SUPPORT | 2,000. |
| FAMILY "Y"<br>3617 WALTON WAY<br>AUGUSTA, GA 30909 | NONE | EXEMPT | GENERL SUPPORT | 15,000. |
| SALVATION ARMY<br>PO BOX 2523<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERL SUPPORT | 1,007,600. |

**Statement 15 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| WESLEYAN COLLEGE<br>4760 FORSYTH ROAD<br>MACON, GA 31210 | NONE | EXEMPT | GENERL SUPPORT | $ 25,000. |
| WIMBERLY HOUSE MINISTRIES<br>PO BOX 50<br>WAYNESBORO, GA 30830 | NONE | EXEMPT | GENERL SUPPORT | 10,000. |
| HOPE HOUSE FOR WOMEN<br>PO BOX 3597<br>AUGUSTA, GA 30914 | NONE | EXEMPT | GENERAL SUPPORT | 12,500. |
| BOYS & GIRLS CLUB THOMSON<br>1903 DIVISION STREET<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 50,000. |
| FORE AUGUSTA<br>3165 DAMASCUS ROAD<br>AUGUSTA, GA 30909 | NONE | EXEMPT | GENERAL SUPPORT | 6,000. |
| FELLOWSHIP OF CHRISTIAN<br>PO BOX 204168<br>AUGUSTA, GA 30917 | NONE | EXEMPT | GENERAL SUPPORT | 5,000. |
| INTERFAITH HOSPITALITY<br>2177 CENTRAL AVENUE<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 32,500. |
| ACTIVITIES COUNCIL OF<br>THOMSON<br>P.O. BOX 674<br>THOMSON, GA 30824 | NONE | EXEMPT | GENERAL SUPPORT | 7,000. |
| BOYS & GIRLS CLUB AUGUSTA<br>1903 DIVISION STREET<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 6,000. |
| AUGUSTA PREPARATORY DAY<br>285 FLOWING WELLS ROAD<br>AUGUSTA, GA 30907 | NONE | EXEMPT | GENERAL SUPPORT | 22,000. |
| EPISCOPAL DAY SCHOOL<br>2248 WALTON WAY<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 2,500. |
| AUGUSTA MUSEUM OF HISTORY<br>560 REYNOLDS ST<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT | 75,000. |
| SE NATURAL SCIENCES<br>1858 LOCK & DAM RD<br>AUGUSTA, GA 30906 | NONE | EXEMPT | GENERAL SUPPORT | 15,000. |

**Statement 15 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| AUGUSTA STATE UNIVERSITY<br>2500 WALTON WAY<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | $ 225,000. |
| EASTER SEALS<br>P.O. BOX 2441<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERAL SUPPORT | 10,000. |
| MCCALLIE SCHOOL<br>500 DODDS AVENUE<br>CHATTANOOGA, TN 37404 | NONE | EXEMPT | GENERAL SUPPORT | 10,000. |
| CHURCH OF THE GOOD SHEPHERD<br>1105 FURY'S LANE, STE. C<br>MARTINEZ, GA 30907 | NONE | EXEMPT | GENERAL SUPPORT | 25,000. |
| MOLLYS MILITIA, INC<br>501 LAUREL LAKES DRIVE<br>BELVEDERE, SC 29860 | NONE | EXEMPT | GENERAL SUPPORT | 10,000. |
| RACHEL LONGSTREET FOUNDATION<br>PO BOX 2247<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERAL SUPPORT | 20,000. |
| UNIVERSITY HEALTH CARE FOUNDAT<br>2100 CENTRAL AVE SUITE D-1<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 11,000. |
| AUGUSTA MINI THEATRE<br>430 8TH STREET<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT | 10,000. |
| HERITAGE ACADEMY<br>2230 BROAD STREET<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 36,270. |
| JUD C HICKEY CENTER<br>1901 CENTRAL AVE<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 6,000. |
| WESTMINISTER SCHOOL<br>3067 WHEELER ROAD<br>AUGUSTA, GA 30909 | NONE | EXEMPT | GENERAL SUPPORT | 17,800. |
| KAPPA ALPHA ORDER ED FOUND<br>PO BOX 296<br>STATE COLLEGE, PA 16804 | NONE | EXEMPT | GENERAL SUPPORT | 30,000. |

**Statement 15 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| ST JOHN UMC<br>PO BOX 444<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERAL SUPPORT | $ 4,000. |
| STORYLAND THEATRE<br>PO BOX 14875<br>AUGUSTA, GA 30919 | NONE | EXEMPT | GENERAL SUPPORT | 15,000. |
| AQUINAS HIGH SCHOOL<br>1920 HIGHLAND AVENUE<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 22,300. |
| COLLEGE OF CHARLESTON FOUNDATI<br>66 GEORGE STREET<br>CHARLESTON, SC 29424 | NONE | EXEMPT | GENERAL SUPPORT | 10,000. |
| JUNIOR ACHIEVEMENT OF GEORGIA<br>PO BOX 1089<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT | 12,500. |
| THE LYDIA PROJECT INC<br>1321 ARSENAL AVE<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 15,000. |
| UGA TEE-OFF CLUB<br>120 PENDLETON DR<br>ATHENS, GA 30606 | NONE | EXEMPT | GENERAL SUPPORT | 2,000. |
| COASTAL EMPIRE POLIO SURVIVORS<br>112 VAN NUYS BLVD<br>SAVANNAH, GA 31419 | NONE | EXEMPT | GENERAL SUPPORT | 2,500. |
| GIRLS PREPARATORY SCHOOL<br>P.O. BOX 4736<br>CHATTANOOGA, TN 37405 | NONE | EXEMPT | GENERAL SUPPORT | 2,500. |
| NEW BETHLEHEM COMMUNITY CTR<br>1336 CONKLIN AVE<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT | 5,000. |
| COMMUNITY FOUNDATION FOR THE CSRA<br>1450 GREENE ST<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT | 1,000. |

**Statement 15 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| FAMILY COUNSELING CENTER OF THE CSRA 3711 EXECUTIVE CENTER DR STE 201 AUGUSTA, GA 30907 | NONE | EXEMPT | GENERAL SUPPORT | $ 10,000. |
| GEORGIA CATTLEMEN'S FOUNDATION 100 CATTLEMENS DR MACON, GA 31220 | NONE | EXEMPT | GENERAL SUPPORT | 1,000. |
| GIRL SCOUTS OF HISTORIC GEORGIA 4150 F A A ROAD CUMMING, GA 30041 | NONE | EXEMPT | GENERAL SUPPORT | 45,000. |
| MCDUFFIE MEDICAL CENTER 521 HILL ST SW THOMSON, GA 30824 | NONE | EXEMPT | GENERAL SUPPORT | 6,230. |
| P.S. KNOX, JR. COMMUNITY CENTER 326 GREENE STREET AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT | 15,000. |
| ST SIMONS LAND TRUST 1624 FREDERICA RD STE 6 ST SIMONS ISLAND, GA 31522 | NONE | EXEMPT | GENERAL SUPPORT | 1,000. |
| THOMSON-MCDUFFIE CHAMBER OF COMMERCE 111 RAILROAD ST THOMSON, GA 30824 | NONE | EXEMPT | GENERAL SUPPORT | 6,560. |
| THOMSON-MCDUFFIE LIBRARY 338 MAIN ST THOMSON, GA 30824 | NONE | EXEMPT | GENERAL SUPPORT | 5,000. |
| UGA MUSEUM OF ART 394 S MILLEDGE AVE STE 142 ATHENS, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 10,000. |
| UGA FOUNDATION THE LEGACY ENDOWMENT 394 S MILLEDGE AVE STE 142 ATHENS, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT | 2,500. |
| WESTOBOU FESTIVAL 540 TELFAIR ST AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT | 2,500. |

**Statement 15 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| AUGUSTA ARSENAL SOCCER CLUB<br>3824 MADDOX RD<br>AUGUSTA, GA 30909 | NONE | EXEMPT | GENERAL SUPPORT. | $ 6,300. |
| AUGUSTA CHRISTIAN SCHOOLS<br>313 BASTON RD<br>MARTINEZ, GA 30907 | NONE | EXEMPT | GENERAL SUPPORT. | 5,000. |
| AUGUSTA EXCHANGE CLUB CHARITY<br>P.O. BOX 3884<br>AUGUSTA, GA 30914 | NONE | EXEMPT | GENERAL SUPPORT. | 6,000. |
| CHRIST COMMUNITY HEALTH SERVICE<br>1226 D'ANTIGNAC DR<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT. | 100,000. |
| COORDINATED HEALTH SERVICES<br>2110 BROAD ST<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT. | 5,700. |
| GEORGIA STATE GOLF FOUNDATION<br>121 VILLAGE PKWY; BLDG 3<br>MARIETTA, GA 30067 | NONE | EXEMPT | GENERAL SUPPORT. | 10,000. |
| IMPERIAL THEATER<br>749 BROAT ST<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT. | 15,000. |
| JUNIOR LEAGUE OF AUGUSTA<br>363 HIGHLAND AVE<br>AUGUSTA, GA 30909 | NONE | EXEMPT | GENERAL SUPPORT. | 5,000. |
| MADISON MORGAN CULTURAL CENTER<br>434 S. MAIN STREET<br>MADISON, GA 30650 | NONE | EXEMPT | GENERAL SUPPORT. | 5,000. |
| MANNA, INC<br>P.O. BOX 295<br>THOMSON, GA 30824 | NONE | EXEMPT | GENERAL SUPPORT. | 25,000. |
| MT PLEASANT BAPTIST CHURCH<br>WRIGHTSBORO RD<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT. | 4,000. |
| PAINE COLLEGE<br>1235 15TH ST<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT. | 3,500. |

**Statement 15 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Found-ation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| PHILADELPHIS UMC<br>OLD LOUISVILLE RD<br>HARLEM, GA 30814 | NONE | EXEMPT | GENERAL SUPPORT. | $ 1,000. |
| SYMPHONY ORCHESTRA OF AUGUSTA<br>P.O. BOX 579<br>AUGUSTA, GA 30903 | NONE | EXEMPT | GENERAL SUPPORT. | 1,600. |
| TRINITY ON THE HILL<br>1330 MONTE SANTO AVE<br>AUGUSTA, GA 30904 | NONE | EXEMPT | GENERAL SUPPORT. | 11,500. |
| UNITED METHODIST CHILDRENS HOME<br>325 8TH STREET<br>AUGUSTA, GA 30901 | NONE | EXEMPT | GENERAL SUPPORT. | 10,000. |
| | | | Total | $ 2,806,474. |