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# Return of Private Foundation

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

### Treated as a Private Foundation

2009

Department of the Treasury  
Internal Revenue Service

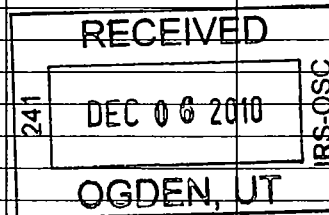
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning **AUG 1, 2009**, and ending **JUL 31, 2010**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 <b>THE HODGE FOUNDATION, INC.</b>		A Employer identification number <b>58-0909476</b>
	C/O J. WILEY ELLIS		B Telephone number <b>912-233-9700</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>POST OFFICE BOX 9946</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
	City or town, state, and ZIP code <b>SAVANNAH, GA 31412-9946</b>		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>3,535,737.</b> (Part I, column (d) must be on cash basis)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	42,730.	42,730.		STATEMENT 1
	4 Dividends and interest from securities	49,082.	49,082.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	173,441.			
	b Gross sales price for all assets on line 6a	548,485.			
	7 Capital gain net income (from Part IV, line 2)		173,441.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	265,253.	265,253.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,000.	3,600.		2,400.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	234.	129.		105.
	b Accounting fees STMT 4	2,590.	1,425.		1,165.
	c Other professional fees STMT 5	23,549.	12,952.		10,597.
	17 Interest				
	18 Taxes STMT 6	1,289.	408.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	30.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	33,692.	18,514.		14,267.
	25 Contributions, gifts, grants paid	173,389.			173,389.
26 Total expenses and disbursements. Add lines 24 and 25	207,081.	18,514.		187,656.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	58,172.				
b Net investment income (if negative, enter -0-)		246,739.			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED DEC 10 2010



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		90,704.	106,074.	106,074.
	3	Accounts receivable ▶ 9,172.			9,172.	9,172.
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8	1,471,956.	1,492,574.	2,101,482.	
	c	Investments - corporate bonds STMT 9	1,247,183.	1,257,929.	1,318,729.	
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)	10,280.	280.	280.		
16	<b>Total assets (to be completed by all filers)</b>	2,820,123.	2,866,029.	3,535,737.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ DUE TO BROKERS)	12,266.	0.		
	23	<b>Total liabilities (add lines 17 through 22)</b>	12,266.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	2,807,857.	2,866,029.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.			
30	<b>Total net assets or fund balances</b>	2,807,857.	2,866,029.			
31	<b>Total liabilities and net assets/fund balances</b>	2,820,123.	2,866,029.			

## 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	2,807,857.
2	Enter amount from Part I, line 27a	2	58,172.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,866,029.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>2,866,029.</b>

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED		P	VARIOUS	VARIOUS
b SEE ATTACHED		P	VARIOUS	VARIOUS
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 35.			35.
b 548,450.		375,044.	173,406.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			35.
b			173,406.
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	173,441.
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). If (loss), enter -0- in Part I, line 8	{		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	169,259.	3,211,532.	.052704
2007	175,777.	4,058,994.	.043306
2006	194,775.	3,929,746.	.049564
2005	268,310.	3,849,076.	.069708
2004	190,324.	3,880,757.	.049043

2 Total of line 1, column (d)	2	.264325
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	.052865
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,481,184.
5 Multiply line 4 by line 3	5	184,033.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,467.
7 Add lines 5 and 6	7	186,500.
8 Enter qualifying distributions from Part XII, line 4	8	187,656.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 2,467.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 2,467.
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 2,467.
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,259.	
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 1,259.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8 7.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 1,215.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

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

N/A

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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 ► <b>NOT APPLICABLE</b>	13	X	
14	The books are in care of ► <b>HOLLAND, HENRY &amp; BROMLEY, LLP</b> Telephone no. ► <b>912-235-3410</b> Located at ► <b>2 EAST BRYAN STREET, SAVANNAH, GA</b> ZIP+4 ► <b>31401</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		6,000.	0.	0.

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

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

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

0

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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	3,390,149.
b	Average of monthly cash balances	1b	143,768.
c	Fair market value of all other assets	1c	280.
d	Total (add lines 1a, b, and c)	1d	3,534,197.
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	3,534,197.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,013.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,481,184.
6	Minimum investment return. Enter 5% of line 5	6	174,059.

**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	174,059.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,467.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,467.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	171,592.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	171,592.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	171,592.

**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	187,656.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	187,656.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,467.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	185,189.

**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				171,592.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			117,673.	
b Total for prior years:		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: ▶ \$ 187,656.				
a Applied to 2008, but not more than line 2a			117,673.	
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				69,983.
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:	0.			
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 instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				101,609.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	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				

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 12				
Total			► 3a	173,389.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0.





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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
U. S. GOVERNMENT OBLIGATIONS/MONEY MARKET	42,730.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	42,730.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SAVANNAH BANK CUSTODIAL ACCOUNT	49,082.	0.	49,082.
TOTAL TO FM 990-PF, PART I, LN 4	49,082.	0.	49,082.

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FORM 990-PF LEGAL FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	234.	129.		105.
TO FM 990-PF, PG 1, LN 16A	234.	129.		105.

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FORM 990-PF ACCOUNTING FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/TAX RETURN PREP	2,590.	1,425.		1,165.
TO FORM 990-PF, PG 1, LN 16B	2,590.	1,425.		1,165.

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FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CUSTODIAL FEES	5,476.	3,012.		2,464.	
INVESTMENT COUNSELOR FEES	16,273.	8,950.		7,323.	
ADMINISTRATIVE FEES	1,800.	990.		810.	
TO FORM 990-PF, PG 1, LN 16C	23,549.	12,952.		10,597.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	881.	0.		0.	
FOREIGN TAXES WITHHELD	408.	408.		0.	
TO FORM 990-PF, PG 1, LN 18	1,289.	408.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL REGISTRATION	30.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	30.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS			1,492,574.	2,101,482.
TOTAL TO FORM 990-PF, PART II, LINE 10B			1,492,574.	2,101,482.



FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME INVESTMENTS	1,257,929.	1,318,729.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,257,929.	1,318,729.	

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CEMETERY LOT	280.	280.	280.
OTHER RECEIVABLE	10,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	10,280.	280.	280.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
J. WILEY ELLIS 2 EAST BRYAN STREET SAVANNAH, GA 31401	TRUSTEE 1.00	1,000.	0.	0.
MARGARET D. MINIS 102 MCINTOSH DRIVE SAVANNAH, GA 31406	TRUSTEE 1.00	1,000.	0.	0.
PAUL M. PRESSLY 227 EAST 45TH STREET SAVANNAH, GA 31405	TRUSTEE 1.00	1,000.	0.	0.
THERESE PINDAR 488 BEAULIEU AVENUE SAVANNAH, GA 31406	TRUSTEE 1.00	1,000.	0.	0.
WALTER O. EVANS 207 WEST JONES STREET SAVANNAH, GA 31401	TRUSTEE 1.00	1,000.	0.	0.
CHRISTOPER W. CAY 2 EAST BRYAN STREET SAVANNAH, GA 31401	TRUSTEE 1.00	1,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,000.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICA'S SECOND HARVEST 2501 EAST PRESIDENT STREET SAVANNAH, GA 31404	NONE FINANCIAL ASSISTANCE	EXEMPT	10,000.
BOYS & GIRLS CLUBS OF THE COASTAL EMPIRE P O BOX 8727 SAVANNAH, GA 31412	NONE FINANCIAL ASSISTANCE	EXEMPT	10,000.
FRANK CALLEN BOYS AND GIRLS CLUB 510 E CHARLTON STREET SAVANNAH, GA 31401	NONE FINANCIAL ASSISTANCE	EXEMPT	2,400.
HODGE MEMORIAL DAY CARE CENTER 25 FELLWOOD HOMES SAVANNAH, GA 31415	NONE PROVIDE DAY CARE FOR WORKING MOTHERS	EXEMPT	68,149.
RALPH MARK GILBERT CIVIL RIGHTS 460 MARTIN LUTHER KING, JR. BLVD SAVANNAH, GA 31401	NONE FINANCIAL ASSISTANCE	EXEMPT	2,500.
ST. PAUL ACADEMY FOR BOYS 315 WEST 38TH STREET SAVANNAH, GA 31401	NONE FINANCIAL ASSISTANCE	EXEMPT	5,000.
TURNER-HODGE-YOUNG COMMUNITY CENTER 541 SHIPYARD ROAD SAVANNAH, GA 31406	NONE FINANCIAL ASSISTANCE	EXEMPT	2,290.
UNIVERSITY OF GEORGIA PRESS 330 RESEARCH DRIVE ATHENS, GA 30602	NONE FINANCIAL ASSISTANCE	EXEMPT	20,000.

COASTAL EMPIRE COUNCIL - BOY SCOUTS OF AMERICA 11900 ABERCORN STREET SAVANNAH, GA 31419	NONE FINANCIAL ASSISTANCE	EXEMPT	6,000.
DEEP / EDGEWOOD ARTS INCORPORATED 1364 RAINIER FALLS DRIVE ATLANTA, GA 30329	NONE FINANCIAL ASSISTANCE	EXEMPT	13,550.
WEST BROAD STREET YMCA 1110 MAY STREET SAVANNAH, GA 31401	NONE FINANCIAL ASSISTANCE	EXEMPT	23,500.
ARABELLA LEGACY FUND - EPALS FOUNDATION 400 7TH STREET NW, SUITE 402 WASHINGTON, DC 20004	NONE FINANCIAL ASSISTANCE	EXEMPT	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			173,389.

ACCOUNT 72-0035-00-5 CUST HODGE FOUNDATION  
 TAX IDENT NO 58-0909476  
 ADM OFFICER HTH  
 INV OFFICER MAC

FEDERAL LOSS CARRYOVER  
 ST .00  
 LT .00

## SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS		
			FEDERAL SHORT TERM	FEDERAL LONG TERM	STATE LONG TERM
INVESTED PRINCIPAL ASSETS					
=====					
RECD PROCEEDS ON CLASS ACTION MOTOROLA INC COM	00/00/00 00/00/00	.83			.83 FL
RECD PROCEEDS ON CLASS ACTION BRISTOL MYERS SQUIBB CO COM	00/00/00 00/00/00	606.38			606.38 FL
RECD PROCEEDS ON CLASS ACTION INTERNET HOLDERS TRUST COM	00/00/00 00/00/00	59.10			59.10 FL
LONG TERM CAPITAL GAINS DIST AT \$.008 PER SHARE VANGUARD BD INDEX FD INC SHORT TERM BD ETF	00/00/00 00/00/00	12.00			12.00 FL 12.00 SL
**RECORD DATE 12/29/2009					
RECEIVED PROCEEDS ON CLASS ACTION AOL TIME WARNER, INC.	00/00/00 00/00/00	163.96			163.96 FL
RECEIVED LUCENT TECHNOLOGIES SECURITIES LITIGATION CHECK #02054825 DATED 03/05/2010	00/00/00 00/00/00	22.14			22.14 FL 22.14 SL
LONG TERM CAPITAL GAINS DIST AT \$.031 PER SHARE VANGUARD BD INDEX FD INC SHORT TERM BD ETF	00/00/00 00/00/00	46.50			46.50 FL 46.50 SL
**RECORD DATE 04/06/2010					

ACCOUNT 72-0035-00-5 CUST HODGE FOUNDATION  
 TAX IDENT NO 58-0909476  
 ADM OFFICER HTH  
 INV OFFICER MAC

FEDERAL LOSS CARRYOVER  
 ST .00  
 LT .00

## SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS		
			FEDERAL SHORT TERM STATE SHORT TERM	FEDERAL LONG TERM STATE LONG TERM	FEDERAL 5 YR GAIN STATE 5 YR GAIN
SHORT TERM CAPITAL GAINS DIST AT \$ .023 PER SHARE VANGUARD BD INDEX FD INC SHORT TERM BD ETF **RECORD DATE 04/06/2010	00/00/00 00/00/00	34.50			34.50 34.50
RECD PROCEEDS ON MATURITY OF 100,000 PAR VALUE US TREASURY NOTE 4.875% DTD 08/15/06 DUE 08/15/2009	08/15/09 08/29/06	100,000.00 100,432.81 100,432.81			432.81- FL 432.81- SL
SOLD 200 SHS 08/28/09 @ 55.67 MEDCO HEALTH SOLUTIONS INC COM	08/28/09 08/21/03	11,126.21 2,540.69 2,540.69			8,585.52 FL 8,585.52 SL
SOLD 200 SHS 08/28/09 @ 36.77 TJX COS INC NEW COM	08/28/09 06/03/03	7,346.31 3,778.11 3,778.11			3,568.20 FL 3,568.20 SL
SOLD 525 SHS 08/28/09 @ 28.76 TIM HORTONS INC COM	08/28/09 06/12/03	15,082.86 6,244.68 6,244.68			8,838.18 FL 8,838.18 SL
SOLD 300 SHS 09/24/09 @ 35.28 CVS CAREMARK CORP COM	09/24/09 08/08/01	10,574.73 5,466.00 5,466.00			5,108.73 FL 5,108.73 SL
SOLD 300 SHS 09/24/09 @ 46.99 HEWLETT PACKARD CO COM	09/24/09 11/25/03	14,087.64 6,495.00 6,495.00			7,592.64 FL 7,592.64 SL
SOLD 300 SHS 09/24/09 @ 62.38	09/24/09 01/09/89	18,704.52 1,567.92			17,136.60 FL

ACCOUNT 72-0035-00-5 CUST HODGE FOUNDATION  
TAX IDENT NO 58-0909476  
ADM OFFICER HTH  
INV OFFICER MAC

FEDERAL LOSS CARRYOVER  
ST .00  
LT .00

## SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS		GAIN/LOSS	
		FEDERAL TAX COST STATE TAX COST	FEDERAL SHORT TERM STATE SHORT TERM	FEDERAL LONG TERM STATE LONG TERM	FEDERAL 5 YR GAIN STATE 5 YR GAIN
UNITED TECHNOLOGIES CORP COM			1,567.92		17,136.60 SL
TO REMOVE 1,100 SHS ON MANDATORY EXCHANGE TO RECOGNIZE TAXABLE GAIN ON CANADIAN REINCORPORATION TIM HORTONS INC COM	09/28/09 06/12/03	30,915.50 13,084.08 13,084.08			17,831.42 FL 17,831.42 SL
TENDERED 90000 SHS 10/13/2009 AT 1.000 PER 1000 PRINC AMT IRWIN UN BK FSB COLUMBUS IN CTF DEP 4.60% DTD 10/08/2008 DUE 10/11/2011 NON-CALLABLE	10/13/09 09/30/08	90,000.00 90,000.00 90,000.00			
SOLD 150 SHS 10/27/09 @ 54.1609 AMGEN INC COM	10/27/09 02/25/97	8,116.43 2,368.67 2,368.67			5,747.76 FL 5,747.76 SL
SOLD 150 SHS 10/27/09 @ 56.4954 MEDCO HEALTH SOLUTIONS INC COM	10/27/09 08/21/03	8,466.59 1,905.52 1,905.52			6,561.07 FL 6,561.07 SL
SOLD 150 SHS 10/27/09 @ 64.6027 NOVO-NORDISK A S ADR	10/27/09 02/13/06	9,682.66 4,274.79 4,274.79			5,407.87 FL 5,407.87 SL
SOLD 200 SHS 11/06/09 @ 65.0818 UNITED TECHNOLOGIES CORP COM	11/06/09 01/09/89	13,016.03 1,045.28 1,045.28			11,970.75 FL 11,970.75 SL
SOLD 200 SHS 01/28/10 @ 57.3601	01/28/10 09/22/98	11,464.37 5,283.75			6,180.62 FL

ACCOUNT 72-0035-00-5 CUST HODGE FOUNDATION  
 TAX IDENT NO 58-0909476  
 ADM OFFICER HTH  
 INV OFFICER MAC

FEDERAL LOSS CARRYOVER  
 ST .00  
 LT .00

## SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	----- GAIN/LOSS -----		
			FEDERAL SHORT TERM STATE SHORT TERM	FEDERAL LONG TERM STATE LONG TERM	FEDERAL 5 YR GAIN STATE 5 YR GAIN
COSTCO WHSL CORP NEW COM		5,283.75			6,180.62 SL
SOLD 200 SHS 01/28/10 @ 47.8301 HEWLETT PACKARD CO COM	01/28/10 11/25/03	9,558.40 4,330.00 4,330.00			5,228.40 FL 5,228.40 SL
SOLD 200 SHS 01/28/10 @ 38.3302 TXJ COS INC NEW COM	01/28/10 06/03/03	7,658.44 3,778.11 3,778.11			3,880.33 FL 3,880.33 SL
SOLD 1000 SHS 03/30/10 @ 26.6501 CISCO SYS INC COM	03/30/10 06/09/05	26,619.65 19,390.00 19,390.00			7,229.65 FL 7,229.65 SL
SOLD 200 SHS 03/30/10 @ 53.2701 HEWLETT PACKARD CO COM	03/30/10 11/25/03	10,646.34 4,330.00 4,330.00			6,316.34 FL 6,316.34 SL
SOLD 400 SHS 03/30/10 @ 59.7201 INFOSYS TECHNOLOGIES SP ADR COM	03/30/10 04/29/08	23,875.64 17,603.96 17,603.96			6,271.68 FL 6,271.68 SL
SOLD 200 SHS 03/30/10 @ 43.2701 TXJ COS INC NEW COM	03/30/10 06/03/03	8,646.37 3,778.11 3,778.11			4,868.26 FL 4,868.26 SL
SOLD 1100 SHS 03/30/10 @ 32.7209 TIM HORTONS INC COM	03/30/10 06/12/03	35,959.38 30,915.50 30,915.50			5,043.88 FL 5,043.88 SL
SOLD 200 SHS 04/27/10 @ 59.4501	04/27/10 09/22/98	11,882.32 5,283.75			6,598.57 FL



ACCOUNT 72-0035-00-5 CUST HODGE FOUNDATION  
 TAX IDENT NO 58-0909476  
 ADM OFFICER HTH  
 INV OFFICER MAC

FEDERAL LOSS CARRYOVER  
 ST .00  
 LT .00

## SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	----- GAIN/LOSS -----				
			FEDERAL SHORT TERM STATE SHORT TERM	FEDERAL LONG TERM STATE LONG TERM	FEDERAL 5 YR GAIN STATE 5 YR GAIN		
COSTCO WHSL CORP NEW COM		5,283.75				6,598.57	SL
SOLD 100 SHS 04/27/10 @ 74.7801 UNITED TECHNOLOGIES CORP COM	04/27/10 01/09/89	7,470.38 522.64 522.64				6,947.74 6,947.74	FL SL
SOLD 1100 SHS 05/28/10 @ 43.182 BP PLC SPON ADR	05/28/10 07/11/94	47,466.40 35,314.02 35,314.02				12,152.38 12,152.38	FL SL
SOLD 125 SHS 07/30/10 @ 73.4402 GOODRICH CORP COM	07/30/10 04/18/06	9,172.37 5,310.71 5,310.71				3,861.66 3,861.66	FL SL
INVESTED PRINCIPAL ASSETS TOTAL		548,484.95 375,044.10 375,044.10	34.50 34.50			173,406.35 173,406.35	FL SL
GRAND TOTALS		548,484.95 375,044.10 375,044.10	34.50 34.50			173,406.35 173,406.35	FL SL