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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 9/01, 2009, and ending 8/31, 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	The Exposition Foundation P.O. Box 421099 Atlanta, GA 30342	A Employer identification number 58-6043273
		B Telephone number (see the instructions) 404-233-6404
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		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,916,208.		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	48,547.	48,547.	48,547.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	201,448.			
	b Gross sales price for all assets on line 6a	780,360.			
	7 Capital gain net income (from Part IV, line 2)		200,377.		
	8 Net short-term capital gain			14,607.	
	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	1,379.				
12 Total. Add lines 1 through 11	251,374.	248,924.	63,154.		
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See Stmt 2	10,887.	10,887.	10,887.	
	17 Interest				
	18 Taxes (attach schedule) (see instr) See Stmt 3	55.	55.	55.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 4	1,102.	102.	102.	1,000.	
24 Total operating and administrative expenses. Add lines 13 through 23	12,044.	11,044.	11,044.	1,000.	
25 Contributions, gifts, grants paid Part XV	346,000.			346,000.	
26 Total expenses and disbursements. Add lines 24 and 25	358,044.	11,044.	11,044.	347,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-106,670.				
b Net investment income (if negative, enter -0-)		237,880.			
c Adjusted net income (if negative, enter -0-)			52,110.		

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12

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
A S S E T S	1	Cash – non-interest-bearing	2,049.	1,271.	1,271.	
	2	Savings and temporary cash investments	92,629.	32,915.	32,915.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)				
		b Investments – corporate stock (attach schedule)	1,357,937.	1,311,758.	1,882,022.	
		c Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	1,452,615.	1,345,944.	1,916,208.		
L I A B I L I T I E S	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	352,295.	352,295.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	1,100,320.	993,649.		
30	Total net assets or fund balances (see the instructions)	1,452,615.	1,345,944.			
31	Total liabilities and net assets/fund balances (see the instructions)	1,452,615.	1,345,944.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,452,615.
2	Enter amount from Part I, line 27a	2	-106,670.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,345,945.
5	Decreases not included in line 2 (itemize) <u>See Statement 5</u>	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,345,944.

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 6			
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	200,377.
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	14,607.

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	381,500.	2,020,521.	0.188813
2007	639,044.	3,099,646.	0.206167
2006	362,180.	2,955,624.	0.122539
2005	580,902.	2,972,554.	0.195422
2004	1,033,637.	3,663,966.	0.282109

2 Total of line 1, column (d)	2	0.995050
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	0.199010
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,098,010.
5 Multiply line 4 by line 3	5	417,525.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,379.
7 Add lines 5 and 6	7	419,904.
8 Enter qualifying distributions from Part XII, line 4	8	347,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,758.
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	4,758.
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	4,758.
6 Credits/Payments		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a	1,040.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	1,040.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,718.
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 type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ <u>Nancy Black</u> Telephone no ▶ <u>404-233-6404</u> Located at ▶ <u>P.O. Box 421099 Atlanta GA</u> ZIP + 4 ▶ <u>30342</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	N/A	▶ <input type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 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 ▶ 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? <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.)	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

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? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5b	N/A
	6b	X
	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
Jane Cocke Black 80 Valley Rd., N.W. Atlanta, GA 30305	President/Tr 0	0.	0.	0.
Dameron Black, IV 445 Whitmore Dr. Atlanta, GA 30305	Trustee 0	0.	0.	0.
James F. Black 13300 Hatchineha Rd. Haines City, FL 33844	Secretary 0	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services – (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	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1 a	2,059,803.
b	Average of monthly cash balances	1 b	70,156.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	2,129,959.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,129,959.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	31,949.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,098,010.
6	Minimum investment return. Enter 5% of line 5	6	104,901.

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	104,901.
2a	Tax on investment income for 2009 from Part VI, line 5	2 a	4,758.
b	Income tax for 2009 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	4,758.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,143.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	100,143.
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	100,143.

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	1 a	347,000.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	347,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	347,000.

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				100,143.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	877,151.			
b From 2005	438,110.			
c From 2006	226,351.			
d From 2007	490,974.			
e From 2008	281,511.			
f Total of lines 3a through e	2,314,097.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 347,000.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				100,143.
e Remaining amount distributed out of corpus	246,857.			
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	2,560,954.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	877,151.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,683,803.			
10 Analysis of line 9				
a Excess from 2005	438,110.			
b Excess from 2006	226,351.			
c Excess from 2007	490,974.			
d Excess from 2008	281,511.			
e Excess from 2009	246,857.			

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)

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
None

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

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

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

See Statement 7

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 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 8				
Total				▶ 3a 346,000.
b Approved for future payment				
Total				▶ 3b

The Exposition Foundation

58-6043273

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Federal income tax refund	\$ 1,379.		
Total	<u>\$ 1,379.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
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
Management Fees	\$ 10,887.	\$ 10,887.	\$ 10,887.	
Total	<u>\$ 10,887.</u>	<u>\$ 10,887.</u>	<u>\$ 10,887.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Taxes - State	\$ 55.	\$ 55.	\$ 55.	
Total	<u>\$ 55.</u>	<u>\$ 55.</u>	<u>\$ 55.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 102.	\$ 102.	\$ 102.	
Foundation Dues & Expenses	1,000.			\$ 1,000.
Total	<u>\$ 1,102.</u>	<u>\$ 102.</u>	<u>\$ 102.</u>	<u>\$ 1,000.</u>

The Exposition Foundation

58-6043273

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

Rounding

Total \$ 1.
Total \$ 1.

Statement 6
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	Pimco Commodity Real Ret. - LTCG Distr	Purchased	Various	12/10/2009
2	1600 Wyeth	Purchased	Various	10/16/2009
3	500 Edison International	Purchased	6/09/2009	10/15/2009
4	2732 Pimco Commodity Real Return	Purchased	Various	11/13/2009
5	1750 T. Rowe Price Real Estate Fd.	Purchased	Various	11/13/2009
6	1234 Absolute Strategies	Purchased	4/02/2009	11/13/2009
7	6399 Ridgeworth Int'l. Equity	Purchased	Various	11/13/2009
8	1003 Ridgeworth Midcap Value	Purchased	Various	11/13/2009
9	1642 Ridgeworth Int'l.	Purchased	Various	11/13/2009
10	3813 Allianz NFJ Smallcap Value	Purchased	Various	11/13/2009
11	2540 Ridgeworth Emerging Growth	Purchased	4/02/2009	11/13/2009
12	Merck & Co.	Purchased	Various	11/17/2009
13	3000 Schering Plough Corp.	Purchased	Various	11/05/2009
14	1680 Cisco Systems	Purchased	Various	12/10/2009
15	1520 Microsoft Corp.	Purchased	Various	12/10/2009
16	100 International Business Machines	Purchased	Various	1/15/2010
17	100 Lockheed Martin Corp.	Purchased	Various	1/15/2010
18	200 Coca Cola Co.	Purchased	Various	1/15/2010
19	200 General Mills	Purchased	Various	1/15/2010
20	579 Janus Perkins Small Cap	Purchased	11/13/2009	5/25/2010
21	2331 Ridgeworth Midcap Value	Purchased	Various	5/25/2010
22	1704 Sentinel Small Co.	Purchased	7/21/2009	5/25/2010
23	1886 T. Rowe Price Real Estate Fd.	Purchased	Various	5/25/2010
24	1000 Microsoft Corp.	Purchased	Various	6/15/2010
25	1700 Halliburton Co.	Purchased	Various	6/15/2010
26	300 General Mills	Purchased	Various	7/06/2010
27	300 International Business Machines	Purchased	Various	7/06/2010
28	100 Lockheed Martin Corp.	Purchased	Various	7/06/2010
29	180 Johnson & Johnson	Purchased	Various	7/06/2010
30	400 Coca Cola Co.	Purchased	Various	7/06/2010
31	240 Frontier Communications	Purchased	6/09/2009	8/02/2010
32	500 Exelon Corp.	Purchased	Various	8/31/2010

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	443.		0.	443.				\$ 443.
2	70,234.		0.	70,234.				70,234.
3	16,490.		14,694.	1,796.				1,796.
4	22,159.		37,023.	-14,864.				-14,864.
5	22,440.		29,208.	-6,768.				-6,768.
6	12,946.		10,910.	2,036.				2,036.
7	85,174.		57,273.	27,901.				27,901.
8	9,591.		12,460.	-2,869.				-2,869.
9	11,154.		6,850.	4,304.				4,304.
10	90,032.		89,523.	509.				509.

Statement 6 (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)
11	25,353.		16,436.	8,917.				\$ 8,917.
12	3.		0.	3.				3.
13	31,500.		12,796.	18,704.				18,704.
14	40,873.		49,560.	-8,687.				-8,687.
15	45,310.		70,949.	-25,639.				-25,639.
16	13,035.		2,247.	10,788.				10,788.
17	7,565.		1,359.	6,206.				6,206.
18	11,352.		435.	10,917.				10,917.
19	14,256.		2,194.	12,062.				12,062.
20	12,588.		11,517.	1,071.	12,588.	11,517.	1,071.	0.
21	24,369.		29,603.	-5,234.				-5,234.
22	11,129.		9,271.	1,858.				1,858.
23	28,073.		13,774.	14,299.				14,299.
24	24,900.		35,018.	-10,118.				-10,118.
25	41,142.		17,663.	23,479.				23,479.
26	10,716.		1,646.	9,070.				9,070.
27	37,310.		6,740.	30,570.				30,570.
28	7,517.		1,359.	6,158.				6,158.
29	10,663.		10,757.	-94.				-94.
30	20,140.		870.	19,270.				19,270.
31	1,853.		1,876.	-23.				-23.
32	20,050.		24,901.	-4,851.				-4,851.
								Total \$ 200,377.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Mrs. Jane Black
Care Of:
Street Address: P.O. Box 421099
City, State, Zip Code: Atlanta, GA 30342
Telephone:
Form and Content: No Specific Form.
Submission Deadlines: N/A
Restrictions on Awards: N/A

The Exposition Foundation

58-6043273

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Atlanta Botanical Garden 1345 Piedmont Ave. Atlanta, GA 30309	N/A	N/A	Charitable	\$ 50,000.
Breakthrough Atlanta 4075 Paces Ferry Rd., N.W. Atlanta, GA 30327	N/A			100,000.
Chattahoochee Nature Center 9135 Willeo Rd. Roswell, GA 30075	N/A			15,000.
EARTH University Foundation 5 Piedmont Ctr., 3325 Piedmont Rd. Atlanta, GA 30305	N/A			108,000.
Georgia Foundation for Indep. Colleges 945 E. Paces Ferry Rd., N.E. Atlanta, GA 30326	N/A			1,000.
Southern Ctr. for International Studies 3242 Peachtree Rd. Atlanta, GA 30305	N/A			2,000.
The Nature Conservancy - Florida 222 S. Westmonte Dr., Ste. 300 Altamonte Springs, FL 32714	N/A			15,000.
The Westminster Schools 1424 W. Paces Ferry Rd., N.W. Atlanta, GA 30327	N/A			50,000.
Woodruff Arts Center 1280 Peachtree St., N.W. Atlanta, GA 30309	N/A			5,000.
Total \$				<u>346,000.</u>

EXPOSITION FOUNDATION, INC.

FORM 990-PF

FYE 8/31/10

EI# 58-6043273

PART II, LINE 10b:

(a) (b) (c)

INVESTMENTS - CORPORATE STOCK

3m Co 800 shrs	25,071	25,071	62,840
Abbot Labs 500 shrs	17,424	28,224	24,670
Aberdeen Equity Long Short Fd 6,428 shrs	0	69,837	70,259
Adobe Systems, Inc 500 shrs.	0	15,845	13,850
Allianz NFJ Small-Cap Value Fund 3,813 shrs	89,523	0	0
Autodesk, Inc 600 shrs	0	16,464	16,638
Chevron Corp 800 shrs	7,955	7,955	59,264
Cisco Systems 1,680 shrs	49,560	0	0
Coca-Cola Company 1,800 shrs	5,219	3,914	100,588
Colgate Palmolive Co 400 shrs	20,976	20,976	29,536
Edison International 500 shrs	14,694	0	0
Exxon Mobil Corp 1,500 shrs	7,847	7,847	88,665
Forum Absolute Strategies Fd 3,950 shrs	42,294	35,789	41,912
General Electric Co 5,000 shrs	73,251	73,251	72,400
General Mills, Inc 2,500 shrs	17,554	13,714	90,400
Halliburton Co. 1,700 shrs	17,663	0	0
Hewlett-Packard Co 500 shrs	0	24,910	19,225
Home Depot 1,400 shrs	34,356	34,356	38,948
Intel Corp 1,000 shrs	0	20,340	17,665
International Business Machines Corp 700 shrs	70,918	61,932	86,191
Janus Perkins Small Cap Value Fd 2,532 shrs	0	50,374	52,375
Johnson & Johnson 1,400 shrs	95,309	84,552	79,828
Lockheed Martin Corp 1,100 shrs	17,660	14,944	76,472
Manning & Napier Fds 13,535 shrs	0	105,712	101,513
McDonalds Corp 700 shrs	38,458	38,458	51,142
Merck & Co 1,730 shrs	0	17,433	60,827
Microsoft Corp 2,520 shrs	105,968	0	0
Nucor Corp 300 shrs	0	11,049	11,034
Openheimer Developing Mkts Fd 1,570 shrs	0	42,823	46,397
Oracle Corp 1,000 shrs.	18,730	18,730	21,845
Pfizer, Inc 1,576 shrs	0	27,603	25,074
Pimco Commodity Real Return Strategic Fd 5,669 shrs	96,119	67,980	44,167
Procter & Gamble Co 550 shrs	29,870	29,870	32,818
Ridgeworth Emerging Growth Stock Fd 2,540 shrs	16,436	0	0
Ridgeworth MidCap Value Equity Fund 6,544 shrs	94,116	52,053	64,334
Ridgeworth International Equity Fund 7,648 shrs	106,003	72,510	87,347
Ridgeworth International Fd. 3,578 shrs	21,772	14,922	21,865
Schenng Plough Corp. 3,000 shrs	30,230	0	0
Schlumberger Ltd. 250 shrs	0	14,782	13,332
Sentinel Small Co Fd 8,472 shrs	25,405	49,397	53,210
Suntrust Banks 3,000 shrs	18,007	18,007	67,530
The Travelers Cos, Inc 700 shrs	35,321	35,321	34,293
T Rowe Pnce Real Estate Fund 3,636 shrs	42,982	0	0
Venzon Communications 1,000 shrs	29,708	27,832	29,530
Wal-Mart Stores, Inc 600 shrs	27,560	27,560	30,084
Walt Disney Cò 300 shrs	0	9,654	9,762
Wells Fargo & Co 836 shrs.	3,808	3,808	19,688
Williams Cos. 800 shrs.	0	15,959	14,504
Wyeth Com 1,600 shrs	10,170	0	0

TOTALS1,357,937 1,311,758 1,882,022