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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation		**A** Employer identification number
GEORGIA HEALTH FOUNDATION, INC.		58-1352076
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	**B** Telephone number (see page 10 of the instructions)
3050 PEACHTREE ROAD, SUITE 270		404-658-9066
City or town, state, and ZIP code		**C** If exemption application is pending, check here ▶ ☐
ATLANTA, GA 30305		**D** 1. Foreign organizations, check here ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 8,442,847

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 ▶ ☐

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 page 11 of the instructions).)*

	Line	Description	(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 (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	31,120	31,120		
	4	Dividends and interest from securities	61,526	61,526		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0		COLUMN C IS N/A	
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	92,646	92,646	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	25,650			17,955
	14	Other employee salaries and wages	11,704			8,193
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) AUDIT FEE	4,700			3,290
	c	Other professional fees (attach schedule)	25,619	619		17,500
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	920			644
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	15,152			10,606
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,864			2,005
	24	**Total operating and administrative expenses.** Add lines 13 through 23	86,609	619	0	60,193
	25	Contributions, gifts, grants paid	396,000			396,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	482,609	619	0	456,193
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(389,963)			
	b	**Net investment income** (if negative, enter -0-)		92,027		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	21,993	52,661	52,661
	2 Savings and temporary cash investments	334,681	292,529	292,529
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	9,848	2,080	2,080
	10a Investments—U.S. and state government obligations (attach schedule)	358,225	354,748	354,748
	b Investments—corporate stock (attach schedule)	5,946,287	6,301,036	6,301,036
	c Investments—corporate bonds (attach schedule)	197,866	249,566	249,566
	11 Investments—land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) LTD P'SHIP.SHARES	1,101,384	1,185,544	1,185,544
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ACCRUED INCOME)	4,842	4,683	4,683
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,975,126	8,442,847	8,442,847
Liabilities	17 Accounts payable and accrued expenses	480	480	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	480	480	
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	7,974,646	8,442,367	
	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, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	7,974,646	8,442,367	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,975,126	8,442,847	

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	7,974,646
2	Enter amount from Part I, line 27a	2	(389,963)
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN IN MKT VALUE OF STOCK	3	1,132,007
4	Add lines 1, 2, and 3	4	8,716,690
5	Decreases not included in line 2 (itemize) ▶ REALIZED CAPITAL LOSS PER SCHEDULE	5	274,323
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,442,367

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 SCHEDULE ATTACHED***	P	VAR	VAR
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	5,007,957		5,282,280	(274,323)
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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** (274,323)

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 pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of 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 (col (b) divided by col (c))
2009	472,957	7,069,223	0.0669
2008	548,704	9,363,846	0.0586
2007	498,280	11,030,956	0.0452
2006	487,204	10,349,448	0.0471
2005	477,785	9,766,705	0.0489

2	**Total** of line 1, column (d)	2	0.2667
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	.05334
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,866,035
5	Multiply line 4 by line 3	5	419,574
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	920
7	Add lines 5 and 6	7	420,494
8	Enter qualifying distributions from Part XII, line 4	8	456,193

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	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 instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	920
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	
3	Add lines 1 and 2	3	920
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	920
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 3,000		
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	3,000
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,080
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 2,080 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of 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		N/A
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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ GEORGIA			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *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)*

		Line	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 page 20 of the 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 ▶ www.gahealthfdn.org

14 The books are in care of ▶ JOHN M. BOREK, TREASURER Telephone no. ▶ 404-658-9066
Located at ▶ 3050 PEACHTREE RD, STE 270, ATLANTA, GA ZIP+4 ▶ 30305

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 | 0

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.

		Line	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 page 22 of the instructions)?	1b		N/A
	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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 page 22 of the instructions.)	2b		X
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	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 2010?	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 page 22 of the 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 page 22 of the 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? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53.4945–5(d).*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*	6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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 page 22 of the 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
SEE LIST ATTACHED	ALL DIRECTORS AVG<5HRS/WK	25,650	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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 EMORY UNIVERSITY ROLLINS SCHOOL OF PUBLIC HEALTH - Contributions to the University to fund aid scholarships to needy student candidates for the Master of Public Health degree	25,000
2 GEORGIA STATE UNIVERSTIY SCHOOL OF PUBLIC HEALTH - Contributions to the University to fund aid scholarships to needy student candidates for the Master of Public Health degree	25,000
3 PREVENT BLINDNESS GEORGIA - To help fund free screenings, eye exams, and education for 34,000 needy pre-school children	25,000
4 FRIENDS OF DISABLES ADULTS AND CHILDREN - To help fund program to collect, refurbish and distribute free medical equipment to needy adults and children	25,000

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 ***NONE***	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	7,909,105
b	Average of monthly cash balances	1b	76,717
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,985,822
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,985,822
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	119,787
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,866,035
6	**Minimum investment return.** Enter 5% of line 5	6	393,302

Part XI Distributable Amount (see page 25 of the 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	393,302
2a	Tax on investment income for 2010 from Part VI, line 5	2a	920		
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	920
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	392,382
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	392,382
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	392,382

Part XII Qualifying Distributions (see page 25 of the 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	456,193
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	456,193
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 page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	456,193

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				392,382
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			320,381	
b Total for prior years: 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 456,193				
a Applied to 2009, but not more than line 2a			320,381	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				135,812
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				256,570
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:		THIS PART IS N/A			
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the 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 page 28 of the 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:

JOHN BOREK,C/O GEORGIA HEALTH FDN,3050 PEACHTREE RD,STE 270, ATLANTA, GA- TEL# 404-658-9066

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

SEE APPLICATION GUIDELINES ATTACHED

c Any submission deadlines:

AUGUST 1 OF EACH YEAR

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

SEE APPLICATION GUIDELINES - PRIMARILY RESTRICTED TO HEALTH CHARITIES IN GEORGIA

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 LIST ATTACHED	NO INDIVIDUAL DONATIONS	ALL ARE 501(c)3	FOR MEDICAL CARE OR RESEARCH	396,000
Total . . . . ▶ 3a				396,000
b *Approved for future payment*				
NONE				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of 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			14	31,120	
4 Dividends and interest from securities			14	61,526	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		92,646	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 92,646

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions)
	N/A

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

Signature of officer or trustee ROBERT L. ZWALD Date 05/12/2011 Title CHAIRMAN, AUDIT COMMITTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
ROBERT B ROUNTREE, CPA	Robert B. Rountree, CPA	3-30-11		P00520695

Firm's name ▶ ROBERT B. ROUNTREE, JR, CPA Firm's EIN ▶

Firm's address ▶ 2300 HENDERSON MILL RD, ATLANTA, GA 30345 Phone no 770-496-9939

GEORGIA HEALTH FOUNDATION, INC
2010

	Column A	Column B	Column D
Part I, line 16c - Other Professional Expenses			
Investment Fees	619	619	
Consultant Fees	25,000		17,500
Total	25,619	619	17,500
Part I, line 18 - Taxes			
Excise Tax	920		644
Foreign Tax	0	0	
Total	920	0	644
Part I, line 23 - Other Expenses			
Office Expense	1,498		1,049
Telephone Expense	1,366		956
Total	2,864	0	2,005

PART I ATTACHMENT - OPERATING EXPENSES

	Acquired	Quantity	Cost Basis	Market Value
CASH EQUIVALENTS - CD's				
CD - AMERICAN EXPRESS BANK - 2.9%	11/18/2009	80,000	80,000	81,536
CD - BMW BANK OF NORTH AMERICA - 2.85%	12/8/2009	45,000	45,000	45,807
TOTAL			125,000	127,343
U.S. GOVERNMENT SECURITIES				
FNMA GLOBAL NOTES - 4 375%	12/1/2005	150,000	148,131	159,528
U S TREASURY NOTE - 4.25%	8/1/2006	50,000	48,381	54,707
FEDERAL FARM CREDIT BANK BOND - 4.625%	11/30/2005	50,000	49,908	52,492
FEDERAL HOME LOAN MTG NOTES - 4.5%	11/24/2004	85,000	85,000	88,021
TOTAL			331,420	354,748
CORPORATE AND OTHER BONDS				
MICROSOFT CORP - 1.625%	12/16/2010	100,000	97,715	97,523
WAL-MART STORES - 4.55%	8/1/2006	50,000	47,814	54,007
PROCTER & GAMBLE CO. - 1.8%	12/20/2010	100,000	98,806	98,036
TOTAL			244,335	249,566
LIMITED PARTNERSHIP SHARES				
THE ENDOWMENT TEI FUND, L.P	12/1/2006	21,034	1,166,939	1,185,544
STOCK MUTUAL FUNDS				
VANGUARD SMALL CAP FUND	9/21/2010	4,448	278,638	323,059
VANGUARD MID-CAP ETF	9/21/2010	6,707	440,807	499,403
VANGUARD VALUE ETF	9/21/2010	10,046	495,728	535,753
VANGUARD GROWTH ETF	9/21/2010	8,579	468,782	526,922
VANGUARD EMERGING MARKETS ETF	9/21/2010	1,071	47,314	51,564
VANGUARD FTSE ALL WORLD EX US	9/21/2010	3,241	145,160	154,693
NEUBERGER BERMAN GENEIS FD- CL INSTL	9/21/2010	14,209	559,421	653,061
JANUS ENTERPRISE FUND- CL I	5/28/2009	8,565	341,218	507,607
MFS VALUE FUND- CL I	2/9/2010	23,422	481,102	536,610
PERKINS MID-CAP VALUE- CL I	5/28/2009	22,355	378,628	504,564
ARTIO INTL EQUITY FUND II- CL I	9/21/2010	12,446	146,145	155,087
JANUS FORTY FUND- CL I	11/18/2009	15,584	492,427	529,419
BLACKROCK EQUITY DIVIDEND FD- INSTL	2/9/2009	30,394	407,688	533,415
ARTISAN EMERGING MARKETS FD- CL ADV	9/21/2010	6,465	96,170	105,123
AMERICAN EURO PAC GROWTH FD- CL F2	11/18/2009	3,726	147,034	154,027
AMERICAN FUNDS AMCAP FD- CL F2	5/7/2010	28,110	469,427	530,729
TOTAL			5,395,689	6,301,036
GRAND TOTAL - ALL INVESTMENTS				$ 8,218,237

PAGE 2, PART II ATTACHMENT

GEORGIA HEALTH FOUNDATION

2010

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1.0000	AMERICAN FUNDML INV A	02/20/08	02/09/10	31 21	39 53	(8.32) LT
48 0000	AMERICAN FUNDML INV A	05/27/08	02/09/10	1,498.46	1,992.48	(494.02) LT
1 0000	AMERICAN FUNDML INV A	05/28/08	02/09/10	31 21	41 79	(10.58) LT
54 0000	AMERICAN FUNDML INV A	08/18/08	02/09/10	1,685 77	2,008.80	(323.03) LT
1 0000	AMERICAN FUNDML INV A	08/19/08	02/09/10	31.21	36.65	(5 44) LT
127 0000	AMERICAN FUNDML INV A	11/18/08	02/09/10	3,964.70	3,011 16	953 54 LT
149 0000	AMERICAN FUNDML INV A	12/17/08	02/09/10	4,651.50	3,772 68	878.82 LT
94 0000	AMERICAN FUNDML INV A	02/23/09	02/09/10	2,934 50	2,070.82	863 68 ST
77 0000	AMERICAN FUNDML INV A	05/27/09	02/09/10	2,403.79	2,072 84	330 95 ST
1 0000	AMERICAN FUNDML INV A	05/28/09	02/09/10	31.21	26 87	4 34 ST
71 0000	AMERICAN FUNDML INV A	08/17/09	02/09/10	2,216 48	2,081.01	135 47 ST
1 0000	AMERICAN FUNDML INV A	08/18/09	02/09/10	31.21	28 86	2 35 ST
2,730 0000	AMERICAN FUNDML INV A	11/18/09	02/09/10	85,225.53	88,970.70	(3,745 17) ST
1 0000	AMERICAN FUNDML INV A	11/23/09	02/09/10	31 21	32 44	(1 23) ST
75 0000	AMERICAN FUNDML INV A	12/16/09	02/09/10	2,341 38	2,436 00	(94 62) ST
692 5740	AMERN GROW FD OF AMCA A	02/28/03	02/10/10	18,000.00	12,438 62	5,561 38 LT
2,135 7380	PERKINS MD CP VL FD CL A	05/28/09	05/05/10	44,687.77	34,877 45	9,810 32 ST
12,119.0530	AMERN GROW FD OF AMCA A	02/28/03	05/07/10	324,305 84	217,658 20	106,647 64 LT
239 0000	AMERN GROW FD OF AMCA A	12/20/05	05/07/10	6,395 64	7,365 98	(970 34) LT
1 0000	AMERN GROW FD OF AMCA A	12/21/05	05/07/10	26.76	30.98	(4.22) LT
931 0000	AMERN GROW FD OF AMCA A	12/19/06	05/07/10	24,913.55	30,760.24	(5,846 69) LT
1,780 0000	AMERN GROW FD OF AMCA A	12/19/07	05/07/10	47,632.80	59,469 80	(11,837.00) LT
1.0000	AMERN GROW FD OF AMCA A	12/20/07	05/07/10	26 75	33 62	(6 87) LT
3,462.0000	AMERN GROW FD OF AMCA A	11/18/08	05/07/10	92,643 12	68,132 15	24,510 97 LT
8,984 0000	AMERN GROW FD OF AMCA A	11/18/09	05/07/10	240,411 88	244,993 68	(4,581.80) ST
4,833.0000	JANUS ENTERPRISE FD CL I	05/28/09	09/21/10	248,851.17	179,811 56	69,039 61 LT
0.3680	JANUS ENTERPRISE FUND	05/28/09	09/21/10	18.96	13 70	5 26 LT
0 3670	JANUS ENTERPRISE FD CL I	09/16/10	09/21/10	18.69	N/A	N/C
7,271.0000	MFS VALUE FD CL I	02/09/10	09/21/10	153,490 81	149,262 90	4,227.91 ST
0 8220	MFS VALUE FD CL I	02/09/10	09/21/10	17 36	16 88	0 48 ST
0 0400	MFS VALUE FD CL I	09/16/10	09/21/10	0 84	N/A	N/C
7,632 0000	JANUS FORTY FUND CL I	05/28/09	09/21/10	238,576 31	199,987 19	38,589.12 LT
1,703.0000	JANUS FORTY FUND CL I	06/03/09	09/21/10	53,235.79	45,842 23	7,393 56 LT
0 6690	JANUS FORTY FUND CL I	09/16/10	09/21/10	20 91	N/A	N/C
1,612.0000	COL SML CAP VAL II CL Z	08/15/07	09/20/10	18,989 36	21,658 41	(2,669.05) LT
52,721.0000	COL SML CAP VAL II CL Z	08/15/07	09/21/10	616,835.70	708,345.73	(91,510 03) LT
12,190 0000	COL SML CAP VAL II CL Z	11/20/07	09/21/10	142,623 00	166,243.10	(23,620 10) LT
1 0000	COL SML CAP VAL II CL Z	11/26/07	09/21/10	11.69	13 30	(1 61) LT
284 0000	COL SML CAP VAL II CL Z	12/13/07	09/21/10	3,322.80	3,858.14	(535 34) LT
1,202 0000	COL SML CAP VAL II CL Z	12/13/07	09/21/10	14,063 40	16,349 88	(2,286 48) LT
286.0000	VANGUARD EMERGING MKTS	09/21/10	12/03/10	13,634.42	12,634.74	999 68 ST
2,201.0000	PERKINS MD CP VL FD CL I	05/28/09	12/03/10	48,840.19	36,032.29	12,807 90 LT
0 5040	PERKINS MD CP VL FD CL I	09/16/10	12/03/10	11.18	N/A	N/C
0 2080	PERKINS MD CP VL FD CL I	09/21/10	12/03/10	4.62	4 26	0 36 ST
1,126 0000	JANUS ENTERPRISE FD CL I	05/28/09	12/03/10	64,790.04	41,892 78	22,897 26 LT
0.2360	JANUS ENTERPRISE FUND	05/28/09	12/03/10	13.58	8 79	4 79 LT
0.6320	JANUS ENTERPRISE FD CL I	05/28/09	12/03/10	36 36	23 51	12 85 LT
957 0000	NEUB BERM GENESIS INSTL	09/21/10	12/03/10	42,519.51	37,677 09	4,842 42 ST
0 6640	NEUBERGER BERMAN GENESIS	09/21/10	12/03/10	29.50	26 15	3.35 ST
412 0000	MFS VALUE FD CL I	02/09/10	12/03/10	9,171 12	8,457 75	713.37 ST
0.9630	MFS VALUE FD CL I	02/09/10	12/03/10	21.44	19 77	1.67 ST
0 0200	MFS VALUE FD CL I	09/28/10	12/03/10	0.44	0.42	0 02 ST
154.0000	JANUS FORTY FUND CL I	06/03/09	12/03/10	5,123.57	4,145.45	978 12 LT
240.0000	JANUS FORTY FUND CL I	11/18/09	12/03/10	7,984 81	7,583 15	401.66 LT
0.1040	JANUS FORTY FUND CL I	11/18/09	12/03/10	3.47	3 29	0 18 LT
0.3050	JANUS FORTY FUND CL I	09/16/10	12/03/10	10.14	N/A	N/C
0.4130	ARTISAN EMERGING MARKETS	09/21/10	12/03/10	6.48	6 14	0.34 ST
1,653.0000	ARTISAN EMERGING MARKETS	09/21/10	12/03/10	25,951.44	24,580 11	1,371 33 ST
0.2070	ARTISAN EMERGING MARKETS	09/21/10	12/03/10	3 25	3 08	0 17 ST
1,568.0000	AMER FUNDS AMCAP	05/07/10	12/03/10	28,992.32	26,185.99	2,806 33 ST
0 1450	AMER FUNDS AMCAP	05/07/10	12/03/10	2.68	2.42	0 26 ST
682.0000	BLACKROCK EQ DIVIDEND I	02/09/09	12/03/10	11,709.94	8,717 12	2,992 82 LT
0.5640	BLACKROCK EQTY DIVIDEND	02/09/09	12/03/10	9.69	7.21	2.48 LT
0.4300	BLACKROCK EQ DIVIDEND I	10/22/10	12/03/10	7.38	7 17	0.21 ST

CAPITAL GAIN - THIS PG 171,241

CAPITAL LOSS - NEXT PG (445,564)

TOTAL 2010 CAP LOSS (274,323)

REALIZED CAPITAL LOSSES

PAGE 3, PART IV ATTACHMENT

GEORGIA HEALTH FOUNDATION

2010

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
602 0000	COL SML CAP VAL II CL Z	12/13/07	09/21/10	7,043 40	8,188 43	(1,145 03) LT
3,733 0000	COL SML CAP VAL II CL Z	11/14/08	09/21/10	43,676 10	30,818.97	12,857 13 LT
1 0000	COL SML CAP VAL II CL Z	11/17/08	09/21/10	11 70	8.09	3 61 LT
4,270 0000	COL SML CAP VAL II CL Z	11/18/08	09/21/10	49,959 00	34,690 23	15,268 77 LT
1 0000	COL SML CAP VAL II CL Z	11/21/08	09/21/10	11 70	7 25	4 45 LT
1,095 0000	COL SML CAP VAL II CL Z	12/12/08	09/21/10	12,811 50	8,732 64	4,078 86 LT
1 0000	COL SML CAP VAL II CL Z	12/15/08	09/21/10	11 70	7 96	3 74 LT
371 0000	COL SML CAP VAL II CL Z	12/11/09	09/21/10	4,340 70	3,887 40	453 30 ST
1 0000	COL SML CAP VAL II CL Z	12/14/09	09/21/10	11 71	10 74	0 97 ST
0 9030	COL SML CAP VAL II CL Z	09/16/10	09/20/10	10 64	N/A	N/C
0 0050	COL SML CAP VAL II CL Z	09/16/10	09/21/10	0.06	N/A	N/C
3,033 0000	AMERICAN EURO PACIFIC	02/28/03	09/21/10	118,620 63	64,727 53	53,893 10 LT
632 0000	AMERICAN EURO PACIFIC	12/28/05	09/21/10	24,717 52	25,877 04	(1,159 52) LT
728 0000	AMERICAN EURO PACIFIC	12/27/06	09/21/10	28,472 08	33,497 55	(5,025 47) LT
201 0000	AMERICAN EURO PACIFIC	12/27/06	09/21/10	7,861 10	9,235 95	(1,374 85) LT
1 0000	AMERICAN EURO PACIFIC	12/28/06	09/21/10	39 11	46 50	(7 39) LT
1,015 0000	AMERICAN EURO PACIFIC	12/13/07	09/21/10	39,696 65	53,086 00	(13,389 35) LT
1.0000	AMERICAN EURO PACIFIC	12/14/07	09/21/10	39.10	50 21	(11 11) LT
2,184 0000	AMERICAN EURO PACIFIC	11/18/08	09/21/10	85,416 24	59,502 92	25,913 32 LT
1 0000	AMERICAN EURO PACIFIC	11/21/08	09/21/10	39 10	25.93	13 17 LT
914 0000	AMERICAN EURO PACIFIC	12/24/08	09/21/10	35,746 54	24,714 15	11,032 39 LT
1 0000	AMERICAN EURO PACIFIC	12/26/08	09/21/10	39 10	27 21	11 89 LT
2,740 0000	AMERICAN EURO PACIFIC	11/18/09	09/21/10	107,161 44	107,920 92	(759 48) ST
0 5020	AMERICAN EURO PACIFIC	11/18/09	09/21/10	19 64	19 78	(0 14) ST
0 1205	AMERICAN EURO PACIFIC	06/18/10	09/21/10	4 71	520,809 49	(520,804 78) ST
0 0015	AMERICAN EURO PACIFIC	09/20/10	09/21/10	0.05	N/A	N/C
14,626 0000	AMER FUNDS AMCAP	05/07/10	09/21/10	246,009 32	244,257 79	1,751 53 ST
0 2230	AMER FUNDS AMCAP	05/07/10	09/21/10	3 76	3 73	0 03 ST
0 3530	AMER FUNDS AMCAP	09/16/10	09/21/10	5 93	N/A	N/C
3,569 0000	AMERICAN NEW WORLD FUND	08/19/09	09/21/10	185,195 40	149,864.00	35,331 40 LT
43 0000	AMERICAN NEW WORLD FUND	12/23/09	09/21/10	2,231 27	1,995 63	235 64 ST
1.0000	AMERICAN NEW WORLD FUND	12/24/09	09/21/10	51 90	46 97	4 93 ST
0 4110	AMERICAN NEW WORLD FUND	09/16/10	09/21/10	21 33	N/A	N/C
27,286.0000	BLACKROCK EQ DIVIDEND I	02/09/09	09/21/10	443,397 50	348,761 32	94,636 18 LT
0 4470	BLACKROCK EQTY DIVIDEND	02/09/09	09/21/10	7 27	5 72	1 55 LT
0 3840	BLACKROCK EQ DIVIDEND I	09/16/10	09/21/10	6.23	N/A	N/C
315 0000	VANGUARD SMALL CAP	09/21/10	12/03/10	22,157 86	19,732 70	2,425 16 ST
904 0000	VANGUARD MID-CAP ETF	09/21/10	12/03/10	66,013 66	59,413 96	6,599 70 ST
98 0000	VANGUARD VALUE ETF	09/21/10	12/03/10	5,029 28	4,835 89	193 39 ST
581 0000	VANGUARD GROWTH ETF	09/21/10	12/03/10	35,011 98	31,747 58	3,264 40 ST
505.7600	AMERICAN EURO PAC GROW A	02/28/03	02/10/10	18,000.00	10,782 80	7,217 20 LT
13,589.1320	AMERICAN FUNDML INV A	08/15/07	02/09/10	424,226 95	562,725.95	(138,499 00) LT
60 0000	AMERICAN FUNDML INV A	08/20/07	02/09/10	1,873 08	2,505.60	(632 52) LT
1,681 0000	AMERICAN FUNDML INV A	11/20/07	02/09/10	52,477 63	73,291 60	(20,813 97) LT
1 0000	AMERICAN FUNDML INV A	11/26/07	02/09/10	31 21	42 97	(11 76) LT
1,067 0000	AMERICAN FUNDML INV A	12/26/07	02/09/10	33,309 72	45,720 95	(12,411 23) LT
313 0000	AMERICAN FUNDML INV A	12/26/07	02/09/10	9,771 26	13,412 05	(3,640 79) LT
161 0000	AMERICAN FUNDML INV A	02/19/08	02/09/10	5,026 11	6,296 71	(1,270 60) LT
74 0000	AMERICAN FUNDML INV A	02/19/08	02/09/10	2,310 14	2,894 14	(584 00) LT
40,000 0000	JP MORGAN CHASE & 4 50% 10	11/14/03	11/15/10	40,000 00	40,000.00	0 00
100,000.0000	NM GENERAL ELEC CAP CORP	12/01/03	12/01/10	100,000 00	99,218.57	781 43 LT
50,000.0000	CD NATIONAL CITY BANK	12/01/03	12/17/10	50,000 00	50,000 00	0.00
45,000 0000	CD EASTERN SAVINGS BK	11/28/05	12/07/10	45,000 00	45,000.00	0 00

CAPITAL LOSS - TO PG 1 (445,564)

GEORGIA HEALTH FOUNDATION, INC
DIRECTORS AND DIRECTOR FEES
2010

NAME AND ADDRESS	AMOUNT
John M. Borek 3023 Shinnecock Hills Drive Duluth, GA 30097	$4,050.00
Richard Elmer 111 Wayfair Overlook Woodstock, GA 30188	$900 00
Jaquelin Gotlieb 1522 Howell Highlands Stone Mountain, GA 30087	$3,150 00
J Rhodes Haverty 3359 Woodhaven Rd , NW Atlanta, GA 30305	$3,150.00
Martha Katz 417 Clairemont Ave , #122 Decatur, GA 30030	$2,700 00
S Jarvin Levison 171 17th Street, Suite 2100 Atlanta, GA 30363	$3,600.00
Nancy M. Paris 50 Hurt Plaza, Suite 910 Atlanta, GA 30303	$4,950 00
Robert L Zwald 3735 Sinclair Shores Rd Cumming, GA 30041	$3,150.00
TOTAL DIRECTOR FEES	$25,650 00

CONSULTANT
John W Stephenson
3400 Pinestream Rd., NW
Atlanta, GA 30327 — $25,000 00

PART VIII, LINE 1 ATTACHMENT

General Information

The Georgia Health Foundation is a private, non-operating foundation, established in 1985. It is dedicated to improving the health of Georgians. The Foundation makes grants within a broad scope of health-related areas to tax-exempt organizations operating exclusively for charitable, scientific, and/or educational purposes. Grants are made only within the State of Georgia. Consideration is given to proposals that are of local importance and to opportunities that may address regional and national issues. While the Foundation should not be considered a source of continuing support, it seeks to encourage programs that have a high potential of becoming permanent.

Grant Criteria

The Foundation supports health-related purposes which provide innovative approaches to personal and community health care including access, delivery, maintenance, public awareness, education, quality evaluation, clinical research and preventive care for all segments of the population. In considering grants, attention is given to the financial strength of the applicant, the likelihood of success of the proposal, and the applicant's commitment to evaluating the effectiveness of the grant's purpose. Collaboration, cooperation and joint venturing among organizations are encouraged.

Grant Application Procedures

Between January 1st and May 1st of the year, submit a brief but thorough request outlining the project or proposal. The letter should include the following:

- Legal name, office and mailing address and phone number of applicant organization
- Date of establishment and brief history
- Purpose and specific amount of grant requested with itemized budget information
- Identification of individuals administering the project
- Unique aspects of program
- A copy of the organization's IRS tax exempt determination letter

Grant Awards Procedures

The Foundation normally awards grants in November and distributes the funds in December. Occasionally the Board will consider awarding grants earlier in the year, but only when the timing and urgency of the project requires early review and funding.

It is strongly recommended that grant applicants submit the initial brief proposal by May 1 so the Proposal Evaluation Committee will have time to request additional information before the August 1st final deadline for all submissions.

GRANT INFORMATION
PART XV ATTACHMENT

Grantee Organization	Grantee Primary Contact	Type of Support	Amount Paid	Payment Date
Georgia Free Clinic Network, Inc. PO Box 133224 1015 Donald Lee Holloway Parkway 30318 Atlanta, GA 30333	Donna Looper Tel: 678-553-4939	General Operating Support	$10,000	12/2/2010
Georgia State University Foundation 33 Gilmer Street Atlanta, GA 30303-3085	Nancy E. Peterman Tel: (404)651-3971	Student Aid/Awards to Institutions	$25,000	5/4/2010
HealthMPowers 1655 Tullie Circle, NE Atlanta, GA 30329	Christi Kay Tel: 404-785-7251 Fax: 404-785-7259	General Operating Support	$10,000	12/2/2010
Meadows Regional Medical Center 1703 Meadows Lane Vidalia, GA 30474	Nancy W. Stanley Tel: 912-538-0523 ext. 306	General Operating Support	$10,000	12/2/2010
Open Arms Clinic 109 Big A Road Toccoa, GA 30577	Sherry Beavers Tel: 706-886-0940 Fax: 706-886-0941	General Operating Support	$10,000	12/2/2010
Prevent Blindness Georgia 455 East Paces Ferry Road, Suite 222 Atlanta, GA 30305	Jenny Pomeroy Tel: 404-266-0071 Fax: 404-266-0860	General Operating Support	$25,000	12/2/2010
Open Hand 176 Ottley Drive, NE Atlanta, GA 30324-3925	Stephen Woods Tel: (404)872-8089 Fax: (404)872-9301	General Operating Support	$25,000	12/2/2010
St. Jude's Recovery Center, Inc. 139 Renaissance Parkway, NE Atlanta, GA 30308	Marjorie Bush Tel: (404)874-2224 Fax: (404)874-2353	Equipment	$20,000	12/2/2010
Troup Cares, Inc. PO Box 800027 LaGrange, GA 30240	Ken Young Tel: 706-882-1191 Fax: 706-882-9591	General Operating Support	$10,000	12/2/2010
Vision Rehabilitation Services of Georgia, Inc. 3830 South Cobb Drive, Suite 125 Smyrna, GA 30080	Joan M. Stuart Tel: 770-432-7280	General Operating Support	$15,000	12/2/2010
Visiting Nurse Health System of Metropolitan Atlanta, Inc. 5775 Glenridge Drive, Suite E200 Atlanta, GA 30328	Mark Oshnock Tel: 404-215-6109	Program Development	$15,000	12/2/2010
YMCA of Metropolitan Atlanta 100 Edgewood Avenue., Suite 1100 Atlanta, GA 30303	Edward G. Munster Tel: (404)588-9622 Fax: (404)527-7693	General Operating Support	$10,000	12/2/2010
Grand Totals (24 items)			**$360,000**	

PLUS MISCELLANEOUS SMALL DIRECTOR MATCHING GRANTS 36,000

TOTAL GRANTS $ 396,000

2010 GRANTS

PAGE 11, PART XV ATTACHMENT

GHF - Grants Paid 2010

Georgia Health Foundation

Grantee Organization	Grantee Primary Contact	Type of Support	Amount Paid	Payment Date
Advocates for Children PO Box 446 Cartersville, GA	Patty Eager Tel: 770-387-1143 Fax: 770-606-0732	General Operating Support	$10,000	12/2/2010
Prevent Child Abuse Athens 1551 Jennings Mill Road, Suite 700A Bogart, GA 30622-2535	Mary P Hood Tel: 706-546-9713 Fax: 706-546-9720	General Operating Support	$10,000	12/2/2010
Athens Nurses' Clinic, Inc. PO Box 1732 496 Reese Street (30601) Athens, GA 30603	Everett Long Tel: 706-613-6976 Fax: 706-613-1055	General Operating Support	$10,000	12/2/2010
Camp Twin Lakes, Inc. 600 Means Street, Suite 110 Atlanta, GA 30318	Eric M. Robbins Tel: 404-231-9887 Fax: 770-351-0475	Equipment	$15,000	12/2/2010
Chatham County Safety Net Planning Council PO Box 15879 Savannah, GA 31416	Paula D. Reynolds Tel: 912-644-5219 Fax: 912-644-5230	General Operating Support	$25,000	12/2/2010
Community Health Mission, Inc. 310 Eisenhower Drive, Building 5 Savannah, GA 31406	Miriam Urizar Rittmeyer Tel: 912 692 1451	General Operating Support	$10,000	12/2/2010
Emory University 1440 Clifton Road, NE WHSCAB Atlanta, GA 30322	James W. Wagner Tel: (404)727-5630 Fax: (404)727-0473	Student Aid/Awards to Institutions	$25,000	8/19/2010
Fayette Care Clinic 1260 Highway 54, Suite 101 Fayetteville, GA 30214	Sheryl Watford Tel: 770-719-4619	General Operating Support	$10,000	12/2/2010
Fragile Kids Foundation 3350 Riverwood Parkway, Suite 1400 Atlanta, GA 30339	Carolyn Polakowski Tel: 770-951-6111	General Operating Support	$10,000	12/2/2010
Free Clinic of Rome 315 West 10th Street Rome, GA 30165	Barbara Earle Tel: 706-234-1331	General Operating Support	$10,000	12/2/2010
Friends of Disabled Adults and Children, Too! 4900 Lewis Road Stone Mountain, GA 30083	Christopher D Brand Tel: (770)491-9014 Fax: (770)491-0026	General Operating Support	$25,000	12/2/2010
Georgia Campaign for Adolescent Pregnancy Prevention 100 Auburn Avenue, Suite 200 Atlanta, GA 30303	Michele Ozumba Tel: 404-524-2277 Fax: 404-524-7753	General Operating Support	$15,000	12/2/2010