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 , and ending

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
SARAH BALDWIN & J.D. HARRIS FOUNDATION, INC.

A Employer identification number
58-2275968

Number and street (or P O box number if mail is not delivered to street address) Room/suite
978 COLLEGE DRIVE

B Telephone number
(706) 342-0666

City or town, state, and ZIP code
MADISON, GA 30650

C If exemption application is pending, check here ▶☐
D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 961,846.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	22,243.	22,243.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	72,817.			
b Gross sales price for all assets on line 6a 412,750.				
7 Capital gain net income (from Part IV, line 2)		72,817.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	95,060.	95,060.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	28,800.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 2	46.	0.		0.
b Accounting fees STMT 3	3,195.	0.		0.
c Other professional fees STMT 4	21,147.	21,147.		0.
17 Interest				
18 Taxes STMT 5	160.	160.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	391.	0.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	53,739.	21,307.		0.
25 Contributions, gifts, grants paid	45,000.			45,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	98,739.	21,307.		45,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-3,679.			
b **Net investment income** (if negative, enter -0-)		73,753.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	69,454.	81,407.	81,407.
	3 Accounts receivable ▶ 478.			
	Less: allowance for doubtful accounts ▶	448.	478.	478.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	802,746.	787,190.	879,961.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	872,648.	869,075.	961,846.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
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	872,648.	869,075.	
	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	872,648.	869,075.	
	31 Total liabilities and net assets/fund balances	872,648.	869,075.	

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	872,648.
2	Enter amount from Part I, line 27a	2	<3,679.>
3	Other increases not included in line 2 (itemize) ▶ NON TAXABLE DISTRIBUTION	3	106.
4	Add lines 1, 2, and 3	4	869,075.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	869,075.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO -5273 - STMT ATTACHED	P		
b	WELLS FARGO -5273 - STMT ATTACHED	P		
c	WELLS FARGO -5360 - STMT ATTACHED	P		
d	WELLS FARGO -5360 - STMT ATTACHED	P		
e	CAPITAL GAIN DISTRIBUTION -5360	P		

	(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	39,143.		34,899.	4,244.
b	229,357.		188,358.	40,999.
c	17,423.		16,503.	920.
d	126,219.		100,173.	26,046.
e	608.			608.

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				4,244.
b				40,999.
c				920.
d				26,046.
e				608.

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	72,817.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	51,432.	842,373.	.061056
2008	85,000.	1,373,923.	.061867
2007	103,724.	1,660,933.	.062449
2006	88,681.	1,612,659.	.054991
2005	77,114.	1,584,387.	.048671

2	**Total** of line 1, column (d)	2	.289034
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	.057807
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	907,826.
5	Multiply line 4 by line 3	5	52,479.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	738.
7	Add lines 5 and 6	7	53,217.
8	Enter qualifying distributions from Part XII, line 4	8	45,000.

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 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	1,475.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,475.
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	1,475.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,212.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 263.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,475.
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	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
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 instructions) ▶ GA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARK MASON Telephone no. ▶ (706) 342-0666

Located at ▶ 978 COLLEGE DRIVE, MADISON, GA ZIP+4 ▶ 30650

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

			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.

				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)?	N/A	1b		
	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 ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
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)? ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		28,800.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
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		1a	842,074.
b	Average of monthly cash balances		1b	79,577.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	921,651.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	921,651.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	13,825.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	907,826.
6	**Minimum investment return.** Enter 5% of line 5		6	45,391.

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	45,391.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 1,475.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,475.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	43,916.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	43,916.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	43,916.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	45,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	45,000.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	45,000.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				43,916.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007 12,677.				
d From 2008 16,304.				
e From 2009 9,449.				
f **Total** of lines 3a through e	38,430.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 45,000.				
a Applied to 2009, 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 2010 distributable amount				43,916.
e Remaining amount distributed out of corpus	1,084.			
5 Excess distributions carryover applied to 2010 (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	39,514.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	39,514.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007 12,677.				
c Excess from 2008 16,304.				
d Excess from 2009 9,449.				
e Excess from 2010 1,084.				

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 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 (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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 9				
Total			▶ 3a	45,000.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	22,243.	
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	72,817.	
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.		95,060.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 95,060.

(See worksheet in line 13 instructions 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).

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

Mack Mason 8/3/11 PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
E. DALE YOUNG	E Dale Young CPA	5/10/11		P00171737

Firm's name ▶ RHODES, YOUNG, BLACK & DUNCAN 2736 MEADOW CHURCH ROAD, SUITE 200 — Firm's EIN ▶ 58-1143819

Firm's address ▶ DULUTH, GA 30097 — Phone no. 770 495-6200

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	22,243.	0.	22,243.
TOTAL TO FM 990-PF, PART I, LN 4	22,243.	0.	22,243.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORTSON, BENTLEY & GRIFFIN	46.	0.		0.
TO FM 990-PF, PG 1, LN 16A	46.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RHODES, YOUNG, BLACK & DUNCAN	3,195.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,195.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES FOR INVESTMENT SERVICES	21,147.	21,147.		0.
TO FORM 990-PF, PG 1, LN 16C	21,147.	21,147.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	160.	160.		0.
TO FORM 990-PF, PG 1, LN 18	160.	160.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POST OFFICE BOX RENTAL	70.	0.		0.
ADMINISTRATIVE EXPENSES	321.	0.		0.
TO FORM 990-PF, PG 1, LN 23	391.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	213,090.	243,656.
CORPORATE STOCKS	574,100.	636,305.
TOTAL TO FORM 990-PF, PART II, LINE 10B	787,190.	879,961.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK MASON 978 COLLEGE DRIVE MADISON, GA 30650	PRESIDENT 1.00	4,800.	0.	0.
EDITH MASON 978 COLLEGE DRIVE MADISON, GA 30650	SECRETARY/TREASURER 1.00	4,800.	0.	0.
MARY DEVANE 712 BILLUPS AVENUE MADISON, GA 30650	BOARD OF DIRECTORS 1.00	4,800.	0.	0.
CHARLES BALDWIN PO BOX 123 MADISON, GA 30650	VICE PRESIDENT 1.00	4,800.	0.	0.
CHARLES BALDWIN, III PO BOX 123 MADISON, GA 30650	BOARD OF DIRECTORS 1.00	4,800.	0.	0.
SARAH M FABOZZI 758 HARRIS STREET MADISON, GA 30650	BOARD OF DIRECTORS 1.00	4,800.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		28,800.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CAMP TWIN LAKES 600 MEANS STREET, STE 110 ATLANTA, GA 30318	GENERAL CONTRIBUTION		5,000.
EPISCOPAL CHURCH OF THE ADVENT 338 ACADEMY STREET MADISON, GA 30650	GENERAL CONTRIBUTION		5,000.
MADISON BAPTIST CHURCH 328 S. MAIN ST. MADISON, GA 30650	GENERAL CONTRIBUTION		5,000.
MADISON-MORGAN CULTURAL CENTER 434 S. MAIN ST. MADISON, GA 30650	GENERAL CONTRIBUTION		10,000.
MORGAN COUNTY LIBRARY 2380 ATHENS HWY MADISON, GA 30650	GENERAL CONTRIBUTION		5,000.
YOUNG LIFE - MORGAN COUNTY PO BOX 1282 MADISON, GA 30650	GENERAL CONTRIBUTION		5,000.
BOYS & GIRLS CLUB OF MADISON/MORGAN COUNTY 920 PEARL STREET MADISON, GA 30650	GENERAL CONTRIBUTION		5,000.
FIRST UNITED METHODIST 296 SOUTH MAIN STREET MADISON, GA 30650	GENERAL CONTRIBUTION		5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			45,000.

As of Date: 2/11/11

WELLS FARGO ADVISORS

Account Number: 8627-5360
SARAH BALDWIN HARRIS & JD
HARRIS FOUNDATION

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
* Short sales are reportable on Form 1099-B before the position is closed.
* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	923.39	-3.21	920.18
Long term	26,046.70	0.00	26,046.70
Total - Realized Gain/Loss	**$26,970.09**	**-$3.21**	**$26,966.88**

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AMERICAN CENTY INVT TR DIVERSIFIED BD FD INSTL CL	106.75600	11 0400	08/27/10	11/23/10	1,175.38	1,178.59	-3.21
ARTIO GLOBAL INVT FDS TOTAL RETURN BD FD CL I	6.87200	13.2100	08/31/09	08/26/10	97.10	90.78	6.32
	7 11100	13 3800	09/30/09	08/26/10	100.48	95.14	5.34

Realized Gain/Loss

As of Date: 2/11/11

Account Number: 8627-5360
SARAH BALDWIN HARRIS & JD
HARRIS FOUNDATION

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	6.95200	13.4400	10/30/09	08/26/10	98.23	93.44	4.79
	6.14900	13.5900	12/01/09	08/26/10	86.88	83.57	3.31
	8.44700	13.3900	12/31/09	08/26/10	119.35	113.11	6.24
	5 38500	13.4900	01/29/10	08/26/10	76.09	72.64	3 45
	5.79900	13.5300	02/26/10	08/26/10	81.94	78.46	3.48
	7.47300	13.5400	03/31/10	08/26/10	105.60	101.19	4.41
	6.20200	13 6500	04/30/10	08/26/10	87.64	84.66	2 98
	5.99000	13.5500	05/28/10	08/26/10	84.64	81.16	3 48
	5.42700	13.7800	06/30/10	08/26/10	76.69	74.79	1.90
	4 92800	13.8400	07/30/10	08/26/10	69.64	68.20	1.44
Subtotal	**76.73500**				**1,084.28**	**1,037.14**	**47.14**
BLACKROCK FDS TOTAL RETURN CL INSTIT	155.64200	9.5100	08/27/10	11/23/10	1,484.82	1,480.16	4.66
COHEN & STEERS RLTY SHARES INC	0.65600	37.7300	08/19/09	07/09/10	32.71	24.76	7.95
	1 06700	43.5400	10/02/09	08/26/10	54.96	46.45	8.51
	1 21300	45.6800	12/21/09	08/26/10	62.48	55.42	7.06
	0.69000	51 3400	04/05/10	08/26/10	35.54	35.44	0.10
	0 69900	48.5700	07/02/10	08/26/10	36.02	33.96	2.06
Subtotal	**4.32500**				**221.71**	**196.03**	**25.68**
CRM SMALL/MID CAP VALUE FUND INV CLASS	227.15800	11 5800	08/26/10	11/23/10	3,155.23	2,630.49	524 74
FIRST AMER INVT FDS INC REAL EST SECS FD CL Y	44.92300	16 2800	08/27/10	11/23/10	775 37	731.35	44.02

WELLS FARGO ADVISORS

Realized Gain/Loss

As of Date: 2/11/11

Account Number: 8627-5360
SARAH BALDWIN HARRIS & JD
HARRIS FOUNDATION

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
GOLDMAN SACHS TR FINL SQUARE MONEY MKT FD INSTL CLASS	2 00000	1.0000	05/01/09	04/09/10	2.00	2 00	0.00
	1.62000	1.0000	06/01/09	04/09/10	1.62	1.62	0.00
	290.27000	1 0000	06/03/09	04/09/10	290.27	290.27	0.00
	1.44000	1 0000	07/08/09	04/09/10	1.44	1.44	0.00
	0 95000	1.0000	08/03/09	04/09/10	0.95	0.95	0.00
	0 65000	1.0000	09/01/09	04/09/10	0.65	0.65	0 00
	0 40000	1.0000	10/01/09	04/09/10	0.40	0.40	0.00
	0.31000	1.0000	11/02/09	04/09/10	0.31	0.31	0.00
	0.30000	1.0000	12/01/09	04/09/10	0.30	0.30	0.00
	0 11000	1.0000	01/04/10	04/09/10	0.11	0.11	0 00
	660.68000	1.0000	08/26/10	10/08/10	660.68	660.68	0.00
	347.62000	1.0000	08/27/10	10/08/10	347.62	347.62	0.00
Subtotal	**1,306.35000**				**1,306.35**	**1,306.35**	**0.00**
JPMORGAN CORE BOND FD SELECT	218 62900	11.2200	12/18/09	06/08/10	2,490.19	2,453.02	37.17
	4.09200	11.2200	12/18/09	08/26/10	47.71	45.92	1.79
	176.68800	11.2200	12/18/09	11/23/10	2,063.72	1,982.44	81.28
Subtotal	**399.40900**				**4,601.62**	**4,481.38**	**120.24**
PIMCO FDS PAC INVT MGMT SER EMERGING MKTS BD FD INSTL CL	5 48900	9.7467 9.8500	09/01/09	08/26/10	62.13	53.50 54.07	8.63
	4 72400	10.1270 10.2300	10/01/09	08/26/10	53.47	47.84 48.33	5.63
	4 78600	10.1379 10.2400	11/02/09	08/26/10	54.18	48.52 49.01	5.66

YT183043 007866 043160953183 NYNNN NNNNN NNNNNN 000008

Realized Gain/Loss

As of Date: 2/11/11

Account Number: 8627-5360
SARAH BALDWIN HARRIS & JD
HARRIS FOUNDATION

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	4.05700	10.2859 10.3900	12/01/09	08/26/10	45.92	41.73 42.15	4.19
	4.31100	10 2157 10.3200	01/04/10	08/26/10	48.80	44.04 44.49	4 76
	3.15600	10.2661 10.3400	02/01/10	08/26/10	35.73	32.40 32.63	3.33
	3.36800	10.4156 10.4500	03/01/10	08/26/10	38.13	35.08 35.20	3.05
	3.65400	10.6400	04/01/10	08/26/10	41.36	38.88	2 48
	3.90000	10.6900	05/03/10	08/26/10	44.15	41.69	2 46
	3.55700	10.5000	06/01/10	08/26/10	40.27	37.35	2.92
	3.43300	10.7100	07/01/10	08/26/10	38.87	36.77	2.10
	2.93000	11.0500	08/02/10	08/26/10	33.18	32.38	0.80
Subtotal	**47.36500**				**536.19**	**303.11** **492.95**	**46.01**
PIMCO FDS PAC INVT DIVERSIFIED INC FD INSTL	172.79500	11.4400	08/26/10	11/23/10	1,990.60	1,976.78	13.82
VIRTUS EMERGING MARKETS OPPORTUNITIES FND CL I	124.47000	7.9900	08/26/10	11/23/10	1,091.60	994.52	97.08
Total - Short Term					**$17,423.15**	**$16,502.97** **$16,505.74**	**$920.18**

As of Date: 2/11/11

Account Number: 8627-5360
SARAH BALDWIN HARRIS & JD
HARRIS FOUNDATION

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ALGER FDS SMIDCAP GROWTH FD CL A	192.11100	11.1800	08/19/09	11/23/10	2,816.35	2,147 80	668.55
ARTIO GLOBAL INVT FDS TOTAL RETURN BD FD CL I	193.84800	12.3100	02/27/09	06/08/10	2,647.96	2,386.27	261.69
	1,512 56400	12.3100	02/27/09	08/26/10	21,372.52	18,619.66	2,752.86
	7.17100	12 4300	03/31/09	08/26/10	101.32	89.14	12.18
	6.78800	12 6200	04/30/09	08/26/10	95.91	85.67	10 24
	6 34800	12 6400	05/29/09	08/26/10	89.69	80.24	9 45
	6 57400	12.8300	06/30/09	08/26/10	92.89	84.34	8 55
	7.82300	13.0300	07/31/09	08/26/10	110.54	101.94	8 60
	86 04300	13.2000	08/19/09	08/26/10	1,215.80	1,135.77	80.03
Subtotal	**1,827.15900**				**25,726.63**	**22,583.03**	**3,143.60**
COHEN & STEERS RLTY SHARES INC	116.80900	37.7300	08/19/09	08/26/10	6,016.82	4,407.19	1,609.63
DODGE & COX STK FD	24.82300	58.1700	02/27/09	08/26/10	2,190.84	1,443.96	746.88
	38.79400	58.1700	02/27/09	11/23/10	3,904.60	2,256.64	1,647 96
Subtotal	**63.61700**				**6,095.44**	**3,700.60**	**2,394.84**
EUROPACIFIC GROWTH FD CL F-1	62.40600	34 5700	08/19/09	11/23/10	2,484 39	2,157.38	327.01
GOLDMAN SACHS TR FINL SQUARE MONEY MKT FD INSTL CLASS	1,033.09000	1 0000	08/05/08	01/12/10	1,033.09	1,033 09	0.00
	9 36000	1.0000	09/02/08	01/12/10	9.36	9.36	0.00
	10.46000	1.0000	09/02/08	04/09/10	10.46	10.46	0.00
	23 36000	1.0000	10/01/08	04/09/10	23.36	23.36	0.00
	19.84000	1.0000	11/03/08	04/09/10	19.84	19.84	0 00
	15 09000	1.0000	12/01/08	04/09/10	15.09	15.09	0.00

Realized Gain/Loss

As of Date: 2/11/11

Account Number: 8627-5360
SARAH BALDWIN HARRIS & JD
HARRIS FOUNDATION

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	9.85000	1.0000	01/02/09	04/09/10	9.85	9.85	0.00
	191.26000	1.0000	01/20/09	04/09/10	191.26	191.26	0.00
	5.89000	1 0000	02/02/09	04/09/10	5.89	5.89	0.00
	210.35000	1.0000	02/27/09	04/09/10	210.35	210.35	0.00
	3.08000	1.0000	03/02/09	04/09/10	3.08	3 08	0 00
	0.52000	1.0000	03/31/09	04/09/10	0.52	0 52	0.00
	2.42000	1.0000	04/01/09	04/09/10	2.42	2.42	0.00
Subtotal	**1,534.57000**				**1,534.57**	**1,534.57**	**0.00**
JOHN HANCOCK FDS III GLOBAL SHAREHOLDER YLD CLASS I	728.84400	6.1100	02/27/09	08/26/10	5,889.06	4,453.24	1,435.82
	188.11500	6.1100	02/27/09	11/23/10	1,666.70	1,149.38	517.32
Subtotal	**916.95900**				**7,555.76**	**5,602.62**	**1,953.14**
MAINSTAY FD HIGH YIELD CORPORATE BD FD CL I	228.26200	4.3836 4.3900	02/27/09	06/08/10	1,282.83	1,000.61 1,002.07	282 22
	936.85700	4.3809 4.3900	02/27/09	08/26/10	5,424.40	4,104.30 4,112.80	1,320.10
Subtotal	**1,165.11900**				**6,707.23**	**5,104.91** **5,114.87**	**1,602.32**
MANAGERS FUNDS BOND FUND	121.58300	19 2300	02/27/09	06/08/10	3,037.15	2,338.05	699 10
	425.58700	19.2300	02/27/09	08/26/10	11,026.97	8,184.04	2,842.93
	51.69600	19.2300	02/27/09	11/23/10	1,343.06	994 12	348.94
Subtotal	**598.86600**				**15,407.18**	**11,516.21**	**3,890.97**
METROPOLITAN WEST FDS TOTAL RETURN BD FD CL I	295.16100	8 9400	04/22/09	06/08/10	3,046.06	2,638.74	407.32
	229.21400	8.9400	04/22/09	11/23/10	2,452.59	2,049.18	403.41

WELLS FARGO ADVISORS

Realized Gain/Loss

As of Date: 2/11/11

Account Number: 8627-5360
SARAH BALDWIN HARRIS & JD
HARRIS FOUNDATION

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
Subtotal	**524.37500**				**5,498.65**	**4,687.92**	**810.73**
NUVEEN INVT TRUST TRADEWINDS VALUE OPPTYS FUND-CLASS I	188.63000	24 7200	06/03/09	08/26/10	5,839 98	4,662.94	1,177.04
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	348.11900	10 0100	02/27/09	06/08/10	3,878.05	3,484.68	393.37
	261.12200	10.0100	02/27/09	08/26/10	3,010.74	2,613.84	396.90
	249.16000	10 0100	02/27/09	11/23/10	2,880.29	2,494.09	386.20
Subtotal	**858.40100**				**9,769.08**	**8,592.61**	**1,176.47**
PIMCO FDS PAC INVT MGMT SER EMERGING MKTS BD FD INSTL CL	16.51700	8.0952 8.2000	02/27/09	06/08/10	173.43	133 71 135.44	39.72
	86 67700	8 0941 8.2000	02/27/09	07/09/10	935.25	701.58 710.75	233 67
	646.65700	8 0940 8 2000	02/27/09	08/26/10	7,320.15	5,234 07 5,302 57	2,086.08
	8.13200	8.4456 8.5500	04/01/09	08/26/10	92.05	68.68 69.53	23.37
	7.70700	8.7958 8.9000	05/01/09	08/26/10	87.24	67.79 68.59	19.45
	7 07100	9.2547 9.3600	06/01/09	08/26/10	80.04	65.44 66.18	14.60
	6.52200	9.2655 9.3700	07/01/09	08/26/10	73.83	60.43 61.11	13.40
	7 04700	9 5969 9.7000	08/03/09	08/26/10	79.77	67.63 68.36	12.14
Subtotal	**786.33000**				**8,841.76**	**6,399.33** **6,482.53**	**2,442.43**

YT183043 007866 043160953183 NYNNN NNNNN NNNNNN 000010

Realized Gain/Loss

As of Date: 2/11/11

Account Number: 8627-5360
SARAH BALDWIN HARRIS & JD HARRIS FOUNDATION

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
PIONEER FUND CL-Y	78.39600	31.5300	08/18/09	08/26/10	2,619.21	2,471.83	147.38
	68 37700	31.5300	08/18/09	11/23/10	2,622.93	2,155.93	467.00
Subtotal	**146.77300**				**5,242.14**	**4,627.76**	**614.38**
ROWE T PRICE SHORT TRM BD FD INC	452.29500	4 6300	02/27/09	06/08/10	2,193.63	2,094.13	99.50
	250.47500	4.6300	02/27/09	11/23/10	1,222.32	1,159.70	62 62
Subtotal	**702.77000**				**3,415.95**	**3,253.83**	**162.12**
T ROWE PRICE BLUE CHIP GROWTH FUND	8.17900	20 9600	02/27/09	04/09/10	286 17	171.44	114.73
	160.09900	20 9600	02/27/09	08/26/10	4,860 61	3,355.67	1,504.94
	154.05700	20.9600	02/27/09	11/23/10	5,604.61	3,229.03	2,375 58
Subtotal	**322.33500**				**10,751.39**	**6,756.14**	**3,995.25**
WELLS FARGO FDS TR ADVANTAGE SHORT DURATION GOVT BD FD	119.91400	10 1300	02/27/09	06/08/10	1,250.70	1,214 73	35 97
WELLS FARGO FUNDS TR ADVANTAGE SHORT DURATION GOVT BD FD CLASS I	120 63300	10.1397	02/27/09	11/23/10	1,265 44	1,223.19	42.25
Total - Long Term					**$126,219.46**	**$100,172.76** **$100,265.92**	**$26,046.70**

As of Date: 2/11/11

Account Number: 8627-5273
SARAH BALWDIN HARRIS & JD
HARRIS FOUNDATION INC

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
* Short sales are reportable on Form 1099-B before the position is closed.
* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	5,239.21	-994.91	4,244 30
Long term	68,189.68	-27,191.22	40,998.46
Total - Realized Gain/Loss	**$73,428.89**	**-$28,186.13**	**$45,242.76**

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CLIFFS NATURAL RESOURCES	65.00000	60.2300	03/11/10	05/05/10	3,854.66	3,914.95	-60 29
GOLDMAN SACHS GROUP INC	25.00000	172.8800	03/11/10	04/19/10	3,977.32	4,322.00	-344 68
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	41 00000	41.9760	03/11/10	11/11/10	1,305 60	1,721.02	-415.42
QEP RESOURCES INC	310.00000	29.4137	03/11/10	08/10/10	10,405.16	9,118.27	1,286 89

Realized Gain/Loss

As of Date: 2/11/11

Account Number: 8627-5273
SARAH BALWDIN HARRIS & JD
HARRIS FOUNDATION INC

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
VALE S A ADR	253.00000	22.3478	09/16/09	01/12/10	7,788.28	5,654.00	2,134.28
	294.00000	22.3478	09/16/09	05/05/10	8,388.29	6,570.25	1,818.04
	120.00000	29.9860	03/11/10	05/05/10	3,423.80	3,598.32	-174.52
Subtotal	**667.00000**				**19,600.37**	**15,822.57**	**3,777.80**
Total - Short Term					**$39,143.11**	**$34,898.81**	**$4,244.30**

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AVON PRODUCTS INC	490.00000	30.4383	03/22/06	04/14/10	15,861.86	14,914.76	947 10
BABCOCK & WILCOX CO	190.00000	40.2997	06/19/07	11/10/10	4,386.18	7,656.93	-3,270.75
BANK OF AMERICA CORP	63.33200	34.8911	05/25/00	11/04/10	755.53	2,209.71	-1,454.18
	255.43800	33.3154	07/13/00	11/04/10	3,047.32	8,510.00	-5,462.68
	0.53000	36.1156	08/07/00	11/04/10	6.32	19.14	-12 82
	91.06920	29.7137	10/18/00	11/04/10	1,086.43	2,706.00	-1,619.57
	241.63080	20.6825	08/14/02	11/04/10	2,882.61	5,007.46	-2,124.85
	46.00000	33.1412	09/12/08	11/04/10	548.78	1,524.50	-975.72
Subtotal	**698.00000**				**8,326.99**	**19,976.81**	**-11,649.82**
BUNGE LTD	255.00000	59.9104	02/08/06	08/02/10	13,205.91	15,277.15	-2,071 24
CATERPILLAR INC	139.00000	39.4206	06/25/04	08/10/10	9,956.68	5,479.46	4,477.22
	166.00000	39.4206	06/25/04	10/01/10	12,974.59	6,543.81	6,430.78
Subtotal	**305.00000**				**22,931.27**	**12,023.27**	**10,908.00**
CENOVUS ENERGY INC	104.00000	26.5044	06/03/09	11/04/10	3,102 41	2,756.45	345.96
CLIFFS NATURAL RESOURCES	200.00000	29.7857	01/07/09	03/03/10	11,638.11	5,957.15	5,680.96
	90.00000	29.7857	01/07/09	04/13/10	6,600.63	2,680.71	3,919.92
	60.00000	29.7857	01/07/09	05/05/10	3,558.14	1,787.14	1,771.00
Subtotal	**350.00000**				**21,796.88**	**10,425.00**	**11,371.88**

WELLS FARGO ADVISORS

Realized Gain/Loss

As of Date: 2/11/11

Account Number: 8627-5273
SARAH BALWDIN HARRIS & JD HARRIS FOUNDATION INC

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
EATON CORPORATION	155.00000	33.7650	08/14/02	10/01/10	12,801.21	5,233.57	7,567.64
EXELON CORPORATION	315.00000	52.7746	10/05/05	12/15/10	12,858.33	16,624.00	-3,765.67
FRONTIER COMMNICATIONS CORP	0.01420	7.5952	08/14/02	07/01/10	0.10	0.11	-0.01
	85.20000	7.5952	08/14/02	07/07/10	607.55	647.10	-39.55
	0.00080	9 3836	10/22/02	07/01/10	N/A	0.01	N/A
	4.80000	9.3836	10/22/02	07/07/10	34.22	45.03	-10.81
	0.01100	11.2952	06/14/07	07/01/10	0 09	0.12	-0.03
	66.00000	11.2952	06/14/07	07/07/10	470.66	745.49	-274.83
Subtotal	**156.02600**				**1,112.62**	**1,437.86**	**-325.23**
GENERAL MILLS INC	115.00000	51.3890	06/22/06	03/23/10	8,438.18	5,909.73	2,528.45
	160.00000	56.2600	08/15/07	03/23/10	11,740.10	9,001.60	2,738.50
Subtotal	**275.00000**				**20,178.28**	**14,911.33**	**5,266.95**
GOLDMAN SACHS GROUP INC	50 00000	136.1491	09/25/08	04/19/10	7,954.63	6,807.45	1,147.18
HALLIBURTON COMPANY	345.00000	48.4439	05/13/08	04/30/10	10,705 02	16,713 15	-6,008.13
LIMITED BRANDS INC	445.00000	19.9600	02/23/04	02/22/10	9,603.99	8,882.20	721 79
	10.00000	31.6196	11/09/06	02/22/10	215.82	316.20	-100.38
	280.00000	17.5885	02/21/08	02/22/10	6,042.97	4,924.78	1,118.19
Subtotal	**735.00000**				**15,862.78**	**14,123.18**	**1,739.60**
NATIONAL FUEL GAS CO	109.00000	43.1956	03/22/07	03/18/10	5,603 51	4,708 32	895.19
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	299.00000	10.3350	03/02/05	02/24/10	11,116.16	3,090 16	8,026.00
	401.00000	10.3350	03/02/05	11/11/10	12,769.34	4,144.31	8,625.03
Subtotal	**700.00000**				**23,885.50**	**7,234.47**	**16,651.03**
POTASH CORP OF SASKATCHEWAN INC	73 00000	97.2737	06/17/09	08/17/10	10,232 60	7,100.98	3,131.62

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Realized Gain/Loss

As of Date: 2/11/11

Account Number: 8627-5273
SARAH BALWDIN HARRIS & JD
HARRIS FOUNDATION INC

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	30.00000	97 2737	06/17/09	11/15/10	4,152.57	2,918.21	1,234.36
Subtotal	**103.00000**				**14,385.17**	**10,019.19**	**4,365.98**
TERADATA CORP	390.00000	19.2698	01/10/06	09/20/10	14,398.00	7,515.21	6,882.79

For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds or Gain / Loss column, or Not Provided in the Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain / Loss. Please note that in these situations, the totals and subtotals will include any available cost or proceeds, even if the Gain / Loss is marked N/A.

	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
Total - Long Term	**$229,356.55**	**$188,358.10**	**$40,998.46**

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization: SARAH BALDWIN & J.D. HARRIS FOUNDATION, INC.	Employer identification number: 58-2275968
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions: 978 COLLEGE DRIVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. MADISON, GA 30650	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MARK MASON 978 COLLEGE DRIVE - MADISON, GA 30650
  Telephone No ▶ (706) 342-0666 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for.
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 1,475.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 1,212.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 263.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2011)

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01-03-11