Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 **, and ending** JUN 30, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
ANVERSE, INC

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 3248

City or town, state, and ZIP code
CARTERSVILLE, GA 30120-

A Employer identification number
58-2507031

B Telephone number
770-607-8870

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 122,975,297.

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

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

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	2,533,500.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	7,791.	7,791.	7,791.	STATEMENT 1
4	Dividends and interest from securities	413,220.	413,220.	413,220.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<824,428.>			STATEMENT 3
b	Gross sales price for all assets on line 6a 21,892,995.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			394,861.	
9	Income modifications				
10a	Gross sales less returns and allowances 444.				STATEMENT 4
b	Less Cost of goods sold				
c	Gross profit or (loss)	444.		444.	
11	Other income	612,554.	290,888.	612,554.	STATEMENT 5
12	**Total.** Add lines 1 through 11	2,743,081.	711,899.	1,428,870.	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	148,340.	14,834.	14,834.	133,506.
14	Other employee salaries and wages	807,918.	0.	180,361.	619,800.
15	Pension plans, employee benefits	463,191.	0.	38,267.	402,354.
16a	Legal fees STMT 6	196.	0.	44.	152.
b	Accounting fees				
c	Other professional fees STMT 7	31,313.	0.	6,759.	23,241.
17	Interest				
18	Taxes STMT 8	1,314.	334.	0.	980.
19	Depreciation and depletion STMT 25	2,570,547.	0.	3,764.	
20	Occupancy	367,736.	0.	497.	375,967.
21	Travel, conferences, and meetings	7,457.	0.	110.	7,347.
22	Printing and publications				
23	Other expenses STMT 9	5,118,881.	44,674.	177,041.	4,833,631.
24	**Total operating and administrative expenses** Add lines 13 through 23	9,516,893.	59,842.	421,677.	6,396,978.
25	Contributions, gifts, grants paid	1,213,468.			1,213,468.
26	**Total expenses and disbursements.** Add lines 24 and 25	10,730,361.	59,842.	421,677.	7,610,446.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<7,987,280.>			
b	**Net investment income** (if negative, enter -0-)		652,057.		
c	**Adjusted net income** (if negative, enter -0-)			1,007,193.	

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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		200.	199.	199.
	2	Savings and temporary cash investments		10,110,372.	4,093,041.	4,093,041.
	3	Accounts receivable ▶	11,441.			
		Less: allowance for doubtful accounts ▶		6,919.	11,441.	11,441.
	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		56,375.	29,113.	29,113.
	10a	Investments - U.S. and state government obligations STMT 13		703,789.	984,234.	984,234.
	b	Investments - corporate stock STMT 14		14,258,840.	14,496,425.	14,496,425.
	c	Investments - corporate bonds STMT 15		1,213,195.	0.	0.
	11	Investments - land, buildings, and equipment basis ▶	40,100.			
		Less accumulated depreciation ▶	4,118.	36,440.	35,982.	35,982.
	12	Investments - mortgage loans				
	13	Investments - other STMT 16		12,047,242.	13,013,993.	13,013,993.
	14	Land, buildings, and equipment: basis ▶	90,689,221.			
		Less accumulated depreciation ▶	9,848,585.	68,345,337.	80,840,636.	80,840,636.
	15	Other assets (describe ▶ STATEMENT 17)		22,104,298.	9,470,233.	9,470,233.
	16	**Total assets** (to be completed by all filers)		128,883,007.	122,975,297.	122,975,297.
Liabilities	17	Accounts payable and accrued expenses		864,046.	14,361.	
	18	Grants payable				
	19	Deferred revenue		10,250.	13,060.	
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)		4,936.	0.	
	23	**Total liabilities** (add lines 17 through 22)		879,232.	27,421.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted		128,003,775.	122,947,876.	
	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**		128,003,775.	122,947,876.	
	31	**Total liabilities and net assets/fund balances**		128,883,007.	122,975,297.	

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	128,003,775.
2	Enter amount from Part I, line 27a	2	<7,987,280.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	3,007,876.
4	Add lines 1, 2, and 3	4	123,024,371.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	76,495.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	122,947,876.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	21,884,995.		22,687,292.	<802,297.>

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				<802,297.>

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	<802,297.>
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	394,861.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	20,436,478.	40,725,267.	.501813
2007	24,984,970.	70,312,988.	.355339
2006	19,287,428.	83,578,659.	.230770
2005	12,233,972.	86,080,662.	.142122
2004	13,493,946.	97,159,384.	.138885

2	**Total** of line 1, column (d)	2	1.368929
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	.273786
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	28,579,893.
5	Multiply line 4 by line 3	5	7,824,775.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,521.
7	Add lines 5 and 6	7	7,831,296.
8	Enter qualifying distributions from Part XII, line 4	8	10,028,615.

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	6,521.
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	6,521.
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	6,521.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	47,751.		
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	47,751.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	41,230.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 41,230. **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 instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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 instructions) ▶ GA, MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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 ▶ EARLINE BURKE Telephone no. ▶ 678-721-0251

Located at ▶ PO BOX 3248, CARTERSVILLE, GA ZIP+4 ▶ 30120

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 20 of the instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
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 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 18		148,340.	43,750.	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
SEE STMT 24	0.00	476,141.	37,072.	0.

Total number of other employees paid over $50,000 ▶ 5

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 TELLUS - THE NORTHWEST GEORGIA SCIENCE MUSEUM (SEE STMT 22)	759,801.
2 MUSEUM PROGRAM COSTS (SEE STMT 22)	6,639,362.
3 TEACHER RESOURCE CENTER (SEE STMT 22)	527,654.
4 BOOTH WESTERN ART MUSEUM (SEE STMT 22)	1,482,129.

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	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,403,812.
b	Average of monthly cash balances	1b	7,229,003.
c	Fair market value of all other assets	1c	13,012,276.
d	**Total** (add lines 1a, b, and c)	1d	35,645,091.
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	35,645,091.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 19	4	7,065,198.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,579,893.
6	**Minimum investment return** Enter 5% of line 5	6	1,428,995.

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

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	7,610,446.
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	2,418,169.
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	10,028,615.
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	6,521.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,022,094.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ N/A				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶ 07/05/01

b Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	1,007,193.	686,714.	2,309,287.	4,178,933.	8,182,127.
b 85% of line 2a	856,114.	583,707.	1,962,894.	3,552,093.	6,954,808.
c Qualifying distributions from Part XII, line 4 for each year listed	10028615.	20444149.	25008732.	19359571.	74841067.
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,213,468.	1,315,137.	459,429.	2,060.	2,990,094.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	8,815,147.	19129012.	24549303.	19357511.	71850973.
3 Complete 3a, b, or c for the alternative test relied upon:					
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	952,663.	1,357,509.	2,343,766.	2,785,955.	7,439,893.
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 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).)

JONATHAN J. OSCHER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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 20				
Total			▶ 3a	1213468.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a SEE STATEMENT 21		68,732.			291,098.
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	7,791.	
4 Dividends and interest from securities			14	413,220.	
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			18	242,774.	
8 Gain or (loss) from sales of assets other than inventory			01	<824,428.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			03	444.	
11 Other revenue:					
a MISCELLANEOUS RENT			16	1,950.	
b MISC EQUIPMENT RENT			01	8,000.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		68,732.		<150,249.>	291,098.

13 Total. Add line 12, columns (b), (d), and (e) 13 209,581.

(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).
1	RENTAL FROM GRAND THEATER IS MINIMAL AMOUNT CHARGED TO HELP RECOVER
	COST OF THEATER OPERATION. GROUPS ARE CHARGED BASED ON ABILITY TO PAY.
	CHARGING RENT ALLOWS FOR MAINTENACE OF A FACILITY IN THE COMMUNITY
	WHICH IS AVAILABLE TO PRESENT LIVE PERFORMANCES
1	ADMISSIONS AND TUITIONS ARE RECEIVED FROM CHILDRENS CAMPS AND
	WORKSHOPS. THESE CAMPS ARE USED TO TEACH CHILDREN SCIENCE AND ART
	THROUGH HANDS ON EXPERIENCES.
1	REVENUES FROM ENRICHMENT PROGRAMS ARE RECEIVED FROM SCHOOL SYSTEMS IN
	EXCHANGE FOR PROVIDING TEACHER RESOURCE CENTER. SCHOOLS OR INDIVIDUALS
	PAY A FEE FOR ACCESS TO RESOURCE CENTER. RESOURCE CENTER PROVIDES
	LESSON AIDS AND MATERIALS FOR USE IN EDUCATION AND CLASSROOM TRAINING.
1	SPACE IN THE CARROLL NONPROFIT CENTER IS PROVIDED TO OTHER NON-PROFIT
	ENTITIES EITHER FREE OF CHARGE OR FOR A NOMINAL RENTAL FEE. THE
	NON-PROFIT ENTITIES PAY A PRO-RATED PORTION OF BUILDING UTILITIES.
1	SPACE IS RENTED IN TRC EDUCATION WING TO REINHARDT COLLEGE IN ORDER
	TO INCREASE TYPE AND NUMBER OF LOCAL COLLEGE LEVEL CLASSES AVAILABLE
	IN BARTOW COUNTY. RENT IS CHARGED AT THE COST OF UTILITIES AND OF
	MAINTAINING SECURITY FOR THE BUILDING.

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

Date 4/19/2011

Title Executive Director

Paid Preparer's Use Only

Preparer's signature Carline Burke

Date 4/19/2011

Check if self-employed ☐

Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code
REICON MANAGEMENT LLC
P.O. BOX 3248
CARTERSVILLE, GA 30120

EIN

Phone no. (678)721-0251

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

ANVERSE, INC

Employer identification number

58-2507031

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Name of organization

ANVERSE, INC

Employer identification number

58-2507031

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BARTOW COUNTY BANK PO BOX 3248 CARTERSVILLE, GA 30120	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	JON OSCHER PO BOX 3248 CARTERSVILLE, GA 30120	$ 2,500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

ANVERSE, INC

Employer identification number

58-2507031

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

ANVERSE, INC

Employer identification number

58-2507031

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CONTINUATION FOR 990-PF, PART IV

ANVERSE, INC 58-2507031 PAGE 1 OF 1

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	PUBLICLY TRADED SECURITIES ST GAIN/LOSS	P		
b	PUBLICLY TRADED SECURITIES ST GAIN/LOSS OPTIONS	P		
c	PUBLICLY TRADED SECURITIES LT GAIN/LOSS OPTIONS	P		
d	PUBLICLY TRADED SECURITIES ST WASH SALES	P		
e	ST WASH SALE OFFSET	P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	14,677,682.		14,393,794.	283,888.
b	1,713,109.		1,602,135.	110,974.
c	5,251,799.		6,448,957.	<1,197,158.>
d	242,405.		282,237.	<39,832.>
e			<39,831.>	39,831.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				** 283,888.
b				** 110,974.
c				<1,197,158.>
d				** <39,832.>
e				** 39,831.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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 <802,297.>
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		3 394,861.

** (SHORT-TERM)

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

SOURCE	AMOUNT
GOLDMAN SACHS	7,791.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,791.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS DIVIDENDS	358,611.	0.	358,611.
GOLDMAN SACHS INTEREST	54,574.	0.	54,574.
PARTNERSHIP INTEREST INCOME	35.	0.	35.
TOTAL TO FM 990-PF, PART I, LN 4	413,220.	0.	413,220.

FORM 990-PF · GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES ST GAIN/LOSS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,677,682.	14,393,794.	0.	0.	283,888.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES ST GAIN/LOSS OPTIONS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,713,109.	1,602,135.	0.	0.	110,974.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES LT GAIN/LOSS OPTIONS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,251,799.	6,448,957.	0.	0.	<1,197,158.>

ANVERSE, INC 58-2507031

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES ST WASH SALES	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
242,405.	282,237.	0.	0.	<39,832.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ST WASH SALE OFFSET	PURCHASED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	<39,831.>	0.	0.	39,831.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAIN/LOSS ON DISPOSAL OF ASSETS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	9,741.	0.	0.	<9,741.>

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCISSOR LIFT	MASONRY ARTS, INC.	PURCHASED	06/11/07	09/30/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,250.	4,494.	0.	1,498.	<1,746.>

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCISSOR LIFT	C & C ELECTRICAL SUPPLY, INC.	PURCHASED	06/11/07	07/21/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,500.	4,494.	0.	1,391.	<1,603.>

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GENIE MODEL Z34/22N	MASONRY ARTS, INC.	PURCHASED	03/15/08	09/30/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,250.	18,469.	0.	4,178.	<9,041.>

NET GAIN OR LOSS FROM SALE OF ASSETS	<824,428.>
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<824,428.>

FORM 990-PF

INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10

STATEMENT 4

INCOME		
1. GROSS RECEIPTS	444	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		444
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4).		444
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		444
COST OF GOODS SOLD		
8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED.		
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). .		

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INVESTMENTS	242,774.	280,938.	242,774.
GRAND THEATRE RENTAL	41,420.	0.	41,420.
ADMISSIONS	38,942.	0.	38,942.
CAMP TUITION	20,880.	0.	20,880.
ENRICHMENT PROGRAMS	81,021.	0.	81,021.
EDUCATIONAL PROGRAMS	19,595.	0.	19,595.
CARROLL NONPROFIT CENTER PROGRAMS	85,582.	0.	85,582.
ADVERTISING	68,732.	0.	68,732.
TRC EDUCATION WING RENT	3,658.	0.	3,658.
MISCELLANEOUS RENT	1,950.	1,950.	1,950.
MISC EQUIPMENT RENT	8,000.	8,000.	8,000.
TOTAL TO FORM 990-PF, PART I, LINE 11	612,554.	290,888.	612,554.

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAVID TILLOTSON	196.	0.	44.	152.
TO FM 990-PF, PG 1, LN 16A	196.	0.	44.	152.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RADIO AND GENERAL CONSULTING	30,000.	0.	6,759.	23,241.
401(K) PLAN EXPENSE	1,313.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	31,313.	0.	6,759.	23,241.

FORM 990-PF . TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	334.	334.	0.	0.
PROPERTY TAXES	980.	0.	0.	980.
TO FORM 990-PF, PG 1, LN 18	1,314.	334.	0.	980.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOOD	1,737.	0.	1,525.	212.
PROGRAM SUPPLIES	0.	0.	0.	433.
EDUCATIONAL PROGRAM SUPPLIES	59,686.	0.	59,275.	<100.>
MUSEUM PROGRAM COSTS	4,429,230.	0.	0.	4,429,221.
CAMP EXPENSES	17,924.	0.	17,924.	103.
ENRICHMENT EXPENSES	42,049.	0.	42,049.	0.
TICKETING/HOSTS	357.	0.	357.	0.
RADIO TOWER EXPENSES	5,672.	0.	1,278.	4,371.
VOLUNTEER EXPENSES	699.	0.	504.	195.
BENEVOLENCE PROGRAM	58,170.	0.	0.	58,170.
RADIO PROGRAMMING	8,181.	0.	0.	8,181.
CONTRACT LABOR	11,647.	0.	0.	11,385.
PRE-EMPLOYMENT EXPENSE	735.	0.	0.	950.
STAFF DEVELOPMENT	7,887.	0.	31.	8,001.
INSURANCE	179,513.	0.	493.	92,482.
PAYROLL SERVICE	11,446.	0.	0.	11,446.
MARKETING	12,100.	0.	1,183.	10,541.
OFFICE SUPPLIES	5,412.	0.	151.	5,280.
POSTAGE	1,952.	0.	51.	1,901.
TELEPHONE	24,810.	0.	1,498.	24,593.
EQUIP REPAIRS & MAINTNCE	11,381.	0.	154.	11,346.
BOOKS & PERIODICALS	245.	0.	0.	245.
DUES	12,713.	0.	0.	12,776.
ANNUAL INSPECTIONS	704.	0.	0.	704.
MEALS & ENTERTAINMENT	1,783.	0.	0.	1,783.
BANK SERVICE EXPENSE	7,490.	0.	9.	4,138.
TOOLS HARDWARE & EQUIP EXP	8,035.	0.	195.	7,896.
COMPUTER EXPENSE	15,398.	0.	481.	14,925.
MIS FEES	90,029.	0.	4,267.	85,763.
LICENSES & PERMITS	6,074.	514.	1,365.	4,688.
UNIFORMS	10,693.	0.	0.	10,133.
LAUNDRY EXPENSE	1,300.	0.	0.	1,300.

VEHICLE EXPENSES	9,465.	0.	91.	9,138.
EQUIPMENT RENTAL EXPENSE	1,431.	0.	0.	1,431.
AMORT OF BOND PREMIUMS	9,755.	9,755.	9,755.	0.
PARTNERSHIP MGMT FEE EXPENSE	34,405.	34,405.	34,405.	0.
ROUNDING ADJUSTMENT	<2.>	0.	0.	0.
AMORTIZATION	18,775.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	5,118,881.	44,674.	177,041.	4,833,631.

FOOTNOTES STATEMENT 10

PAGE 5, PART VII-B, QUESTION 1(A)(3)
THE FOUNDATION WAS PROVIDED SPACE FREE OF CHARGE BY PARTNERSHIP IN WHICH JONATHAN OSCHER IS GENERAL PARTNER.

PAGE 5, PART VII-B, QUESTION 1(A)(4)
ANVERSE INC PAID ORDINARY AND REASONABLE COMPENSATION TO MARTY SONENSHINE, EXECUTIVE DIRECTOR OF THE FOUNDATION, FOR SERVICES PROVIDED AS AN EMPLOYEE. ANVERSE INC PROVIDED MEDICAL COVERAGE UNDER A GROUP MEDICAL PLAN TO ALL DIRECTORS (SEE STMT 18 FOR DIRECTORS).

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENT	1,513,438.
WASH SALES NOT ALLOWED FOR TAX	1,494,438.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,007,876.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 12

DESCRIPTION	AMOUNT
BOOK TAX DIFFERENCE ON PARTNERSHIP INCOME	70,821.
BOOK TAX DIFFERENCE ON TREASURY INFLATION PROTECTED INCOME	5,674.
TOTAL TO FORM 990-PF, PART III, LINE 5	76,495.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 13

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS STMT 23 PG 1	X		984,234.	984,234.
TOTAL U.S. GOVERNMENT OBLIGATIONS			984,234.	984,234.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			984,234.	984,234.

FORM 990-PF CORPORATE STOCK STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES AND OTHER INVESTMENTS- STMT 23 PG 3	14,496,425.	14,496,425.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,496,425.	14,496,425.

FORM 990-PF . CORPORATE BONDS STATEMENT 15

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 16

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	COST	8,142.	8,142.
DIVIDENDS RECEIVABLE	COST	32,164.	32,164.
INVESTMENTS IN PRIVATE EQUITY	FMV	12,973,687.	12,973,687.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,013,993.	13,013,993.

FORM 990-PF OTHER ASSETS STATEMENT 17

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK	8,178,697.	8,283,304.	8,283,304.
CONSTRUCTION IN PROGRESS	12,746,957.	0.	0.
COLLECTION	1,139,776.	1,148,061.	1,148,061.
LIBRARY	38,868.	38,868.	38,868.
TO FORM 990-PF, PART II, LINE 15	22,104,298.	9,470,233.	9,470,233.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JONATHAN J. OSCHER PO BOX 785 CARTERSVILLE, GA 30120	PRESIDENT 20.00	0.	6,199.	0.
LORRAINE MCCLAIN PO BOX 785 CARTERSVILLE, GA 30120	VICE PRESIDENT 5.00	0.	6,199.	0.
DOROTHY OSCHER PO BOX 785 CARTERSVILLE, GA 30120	VICE PRESIDENT 10.00	0.	6,199.	0.
FORREST MCCLAIN PO BOX 785 CARTERSVILLE, GA 30120	SECRETARY/COUNSEL 20.00	0.	0.	0.
DAVID AIKEN PO BOX 785 CARTERSVILLE, GA 30120	TREASURER 1.00	0.	6,199.	0.
MARTY SONENSHINE PO BOX 3188 CARTERSVILLE, GA 30120	EXECUTIVE DIRECTOR 40.00	148,340.	18,954.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		148,340.	43,750.	0.

FORM 990-PF CASH DEEMED CHARITABLE EXPLANATION STATEMENT STATEMENT 19
PART X, LINE 4

CASH DEEMED HELD FOR CHARITABLE ACTIVITIES HAS BEEN ADJUSTED TO REFLECT AMOUNTS REQUIRED FOR THE NORMAL AND CURRENT DISBURSEMENTS DIRECTLY CONNECTED WITH THE DAILY OPERATION OF THE FOUNDATION'S PROGRAMS, AS WELL AS CAPITAL EXPENDITURES. THE FOUNDATION DOES NOT USE OUTSIDE FINANCING. CASH HAS BEEN ADJUSTED FOR AMOUNTS BUDGETED FOR OPERATIONS AND CAPITAL EXPENDITURES.

FORM 990-PF . GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 20

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADVOCATES FOR BARTOW'S CHILDREN PO BOX 446 CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	40.
AMERICAN CANCER SOCIETY 1599 CLIFTON RD NE ATLANTA, GA 30329	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	155.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	25.
AMERICAN RED CROSS 320 WEST AVENUE STE 109 CARTERSVILLE, GA 30120	N/A MILITARY ASSISTANCE PROGRAM	PUBLIC CHARITY	1,000.
ATLANTA HUMANE SOCIETY 981 HOWELL MILL ROAD NW ATLANTA, GA 30318	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	40.
BARTOW COUNTY SCHOOL SYSTEM 65 GILREATH ROAD CARTERSVILLE, GA 30121	N/A HIGH SCHOOL RENAISSANCE PROGRAM	GOVERNMENT	22,500.
BARTOW COUNTY SHERIFF DEPARTMENT 104 ZENA DRIVE CARTERSVILLE, GA 30120	N/A FUNDING FOR SUPPORT MATERIALS FOR K-9 UNIT	GOVERNMENT	960.
BARTOW HEALTH ACCESS PO BOX 201316 CARTERSVILLE, GA 30120	N/A OPERATING COSTS	PUBLIC CHARITY	60,000.

BARTOW HEALTH ACCESS PO BOX 2044 CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	220.
BOYS & GIRLS CLUB PO BOX 455 CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	60.
CANTON ROTARY CHARITABLE FUND PO BOX 407 CANTON, GA 30114	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	160.
CARES - COMM ASSIST RESR & EM SVC PO BOX 1342 JASPER, GA 30143	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	25.
CARTERSVILLE BARTOW COMMUNITY FOUNDATION PO BOX 942 DALTON, GA 30722	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	25.
CARTERSVILLE CITY SCHOOLS FOUNDATION PO BOX 3310 CARTERSVILLE, GA 30120	N/A GATE KEY SCHOLARSHIPS	PUBLIC CHARITY	100,000.
CARTERSVILLE SCHOOL SYSTEM 15 NELSON ST CARTERSVILLE, GA 30120	N/A RENAISSANCE PROGRAM	GOVERNMENT	15,000.
CHEROKEE COUNTY ARTS COUNCIL 94 NORTH STREET CANTON, GA 30114	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	100.
CHEROKEE COUNTY SCHOOL SYSTEM 930 MARIETTA HWY CANTON, GA 30114	N/A NIGHT SCHOOL SCHOLARSHIPS	GOVERNMENT	15,000.
COMMUNITY FOUNDATION NW GA PO BOX 942 DALTON, GA 30720	N/A CARTERSVILLE-BARTOW ENDOWMENT FUND	PUBLIC CHARITY	10,000.

CROHN'S COLITIS FOUNDATION OF AMERICA 2250 N DRUID HILLS RD STE 150 ATLANTA, GA 30329	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	420.
DOUGLAS STREET HANDS OF CHRIST 219 DOUGLAS STREET CARTERSVILLE, GA 30120	N/A AFTER-SCHOOL PROGRAM OPERATING COSTS	FAITH-BASE ORG	235,572.
ETOWAH FOUNDATION PO BOX 1239 CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION/SCHOLARSH	PUBLIC CHARITY	1,175.
ETOWAH FOUNDATION PO BOX 1239 CARTERSVILLE, GA 30120	N/A OPERATING COSTS	PUBLIC CHARITY	136,000.
ETOWAH VALLEY HUMANE SOCIETY 36 LADD'S MTN RD CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	80.
FIRST PRESBYTERIAN HANDS OF CHRIST 183 W MAIN STREET CARTERSVILLE, GA 30120	N/A AFTER-SCHOOL PROGRAM OPERATING COSTS	FAITH-BASE ORG	315,600.
GA ASSOCIATION BROADCAST SCHOLARSHIP FUND 8010 ROSWELL RD STE 150 ATLANTA, GA 30350	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	100.
GOOD NEIGHBOR SHELTER PO BOX 664 CARTERSVILLE, GA 30120	N/A OCCUPANCY COSTS	PUBLIC CHARITY	21,500.
IT'S THE JOURNEY 180 ALLEN ROAD STE 201 SOUTH ATLANTA, GA 30328	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	125.
LEWY BODAY DEMENTIA ASSOCIATION 912 KILLIAN HILL RD SW LIBURN, GA 30047	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	50.

LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BLVD FREDERICKSBURG, VA 22402	N/A FUNDING FOR EQUIPMENT	PUBLIC CHARITY	7,600.
MARCH OF DIMES 1776 PEACHTREE ST STE 100 ATLANTA, GA 30309	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	25.
MEDICAL MISSIONS UNLIMITED PO BOX 2063 CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	50.
MISSION OF MERCY 22 S MARKET ST STE 6D FREDERICK, MD 21701	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	100.
MUST MINISTRIES CHEROKEE 141B WEST MARIETTA STREET CANTON, GA 30169	N/A FUNDING FOR CLOTHING AND FOOD PANTRY	CHURCH AFFILIATE	1,000.
PUERTO RICO COMMUNITY FOUNDATION PO BOX 70362 SAN JUAN, PR 00909	N/A FUNDS TO SUPPORT NON-PROFIT AGENCIES	PUBLIC CHARITY	159,915.
RAPPAHANNOCK REFUGE 902 LAFAYETTE BLVD FREDERICKSBURG, VA 22401	N/A FUNDING FOR HOPE HOUSE RENOVATIONS	PUBLIC CHARITY	100,000.
RAPPAHANNOCK UNITED WAY 3310 SHANNON PARK DR FREDERICKSBURG, VA 22408	N/A MULTI USE SPACE/EQUIPMENT	PUBLIC CHARITY	7,500.
SALVATION ARMY 17 APEX DRIVE NE CARTERSVILLE, GA 30120	N/A FOOD BANK FUND	PUBLIC CHARITY	1,200.
SUSAN G KOMEN FOR THE CURE PO BOX 650309 DALLAS, TX 75265	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	100.

THE ALS ASSOCIATION 27001 AGOURA·RD CALABASAS, CA 91301	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	16.
UNITED WAY BARTOW COUNTY 23 WEST MAIN STREET CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	30.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,213,468.

FORM 990-PF · PROGRAM SERVICE REVENUE STATEMENT 21

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
GRAND THEATRE RENTAL					41,420.
ADMISSIONS					38,942.
CAMP TUITION					20,880.
ENRICHMENT PROGRAMS					81,021.
EDUCATIONAL PROGRAMS					19,595.
CARROLL NONPROFIT CENTER PROGRAMS					85,582.
ADVERTISING	541800	68,732.			
TRC EDUCATION WING RENT					3,658.
TOTAL TO FORM 990-PF, PG 11, LINE 1		68,732.			291,098.

Anverse, Inc. 58-2507031
2009 990-PF 6/30/2010
Part IX-A Summary of Direct Charitable Activities

Tellus Science Museum - The foundation constructed a picnic pavilion at Tellus, The pavilion is primarily used by the thousands of school children who visit Tellus annually.

Museum Program Costs – The foundation owns the facilities and the majority of exhibits for three museums. Operation of the museums is a joint responsibility of the foundation and Georgia Museums, Inc. The foundation pays all of the operating costs of the museums in excess of contributions and receipts from operations received by Georgia Museums.

Teacher Resource Center – The foundation completed a renovation of its Teacher Resource Center this year. The TRC assists local educators by providing training, meeting space, lesson plan prep, and teaching aids and materials for use in education and classroom training.

Booth Western Art Museum – The foundation completed an expansion of the Booth Western Art Museum including additional gallery space, banquet rooms and a two-story sculpture court and atrium. The Civil War and Modern West Galleries were expanded and an artifact gallery was added to existing exhibits as part of this expansion.

Anverse, Inc 58-2507031
2009 Form 990-PF 6/30/10
Part II LN 10 STMT 23

Security	Quantity	How Acquired	Market Value
GOVERNMENT BONDS			
TSY INFL IX N/B 1 1/4 4/15/2014 1.250% Due 04-15-14	254650	P	266,189
TSY INFL IX N/B 1 7/8 7/15/2019 1.875% Due 07-15-19	250000	P	268,398
TSY INFL IX N/B 2 1/2 1/15/2029 2.500% Due 01-15-29	348625	P	394,709
TSY INFL IX N/B 2 1/8 2/15/2040 2 125% Due 02-15-40	50000	P	54,938
Part II LN 10a			**984,234**
SECURITIES AND OTHER INVESTMENTS			
ABB LTD SPON ADR	790	P	13,651
ALLIANZ SE ADR	550	P	5,499
APPLE COMPUTER INC COM	500	P	125,765
APPLE INC CLL OPT230.0000 01212012	5	P	(32,988)
APPLE INC PUT OPT140.0000 01212012	8	P	(8,720)
ASTRAZENECA PLC SPONSORED ADR	260	P	12,254
Atlantic Trust MLP Fund	5353	P	669,768
AXA ADR	260	P	4,059
BAE SYS PLC SPONSORED ADR	550	P	10,319
BAYER AG SPON ADR	140	P	7,871
BHP BILLITON LTD SPONSORED ADR ISIN#US0886	170	P	10,538
BNP PARIBAS SPONSORED ADR REPSTG .25 SHS	570	P	15,629
BOC HONG KONG HOLDINGS LTD	330	P	15,137
BOEING CO COM	2500	P	156,875
BOEING COMPANY CLL OPT 70.0000 01222011	6	P	(2,430)
BOEING COMPANY CLL OPT 80.0000 01222011	4	P	(636)
BOEING COMPANY CLL OPT 85.0000 01212012	2	P	(810)
BOEING COMPANY CLL OPT 85.0000 01222011	2	P	(190)
BOEING COMPANY CLL OPT 90.0000 01212012	3	P	(945)
BRITISH AMERN TOB PLC SPONSORED ADR	300	P	18,990
CHUNGHWA TELECOM CO LTD SPONS ADR NEW ISIN	1130	P	22,250
COMPANHIA ENERGETICA DE MINAS GERAIS ADR I	770	P	11,296
COMPANHIA SIDERURGICA NACIONAL ADR	980	P	14,396
CREDIT SUISSE GROUP SPON ADR	220	P	8,235
CVS CAREMARK CLL OPT 40.0000 01222011	10	P	(335)
CVS CORP COM	5000	P	146,600
DIAGEO PLC SPONSORED ADR NEW	190	P	11,921
DISNEY WALT CO COM DISNEY	3000	P	94,500
Dreyfus Prem Strat Global	39882	P	461,440
ENERPLUS RES FD TR UNIT SER G NEW ISIN#CA2	530	P	11,432
ENI SPA SPONSORED ADR	180	P	6,579
FEDERATED ENHANC TREAS COM SH BEN INT	2500	P	46,518
FOSTERS GROUP LTD NEW SPONS ADR SPON ADR	3150	P	15,032
GDF SUEZ - SPON ADR	430	P	12,378
HOPEWELL HLDGS LTD SPON ADR	2000	P	5,676
HSBC HLDGS PLC SPONS ADR NEW	270	P	12,309
INTEL CORP COM	6100	P	118,645
INTERNATIONAL BUS MACH COM	1200	P	148,176
INTL BUS MACH CLL OPT135.0000 01222011	1	P	(493)
ISHARE 20+ YR CLL OPT 90.0000 01222011	10	P	(11,300)
ISHARE 20+ YR CLL OPT100.0000 01212011	10	P	(7,575)
ISHARES TR 20+ YR TRS BD	3300	P	335,775
ISHARES TR BARCLY USAGG B	9200	P	986,700
ISHARES TR GS CORP BD FD	7500	P	813,450
ISHARES TR HIGH YLD CORP	1000	P	84,900
ISHARES TR US TIPS BD FD	9100	P	972,881
ISHS BARCLY 20 CLL OPT 90.0000 01212012	5	P	(6,488)
ISHS BARCLY 20 CLL OPT 95 0000 01212012	10	P	(9,925)

Anverse, Inc. 58-2507031			
2009 Form 990-PF 6/30/10			
Part II LN 10 STMT 23			
Security	Quantity	How Acquired	Market Value
ISHS BARCLY 20 PUT OPT 85.0000 01212012	30	P	(16,350)
ITAU UNIBANCO HOLDING SA ADR	470	P	8,465
KINDER MORGAN PUT OPT 40.0000 01212012	30	P	(2,775)
KINDER MORGAN PUT OPT 60 0000 01212012	20	P	13,300
KINDER MORGAN ENERGY UT LTD PARTNER	2300	P	149,638
MCDONALDS CORP CLL OPT 70.0000 01222011	3	P	(743)
MCDONALDS CORP CLL OPT 75.0000 01222011	4	P	(434)
MCDONALDS CORP COM	2300	P	151,501
MOLSON COORS CLL OPT 45 0000 01222011	5	P	(1,050)
MOLSON COORS BREWING CL B	2500	P	105,900
MONSANTO CO CLL OPT 55.0000 01222011	13	P	(2,717)
MONSANTO CO CLL OPT 65.0000 01222011	2	P	(138)
MONSANTO CO CLL OPT 70 0000 01222011	3	P	(119)
MONSANTO CO NEW COM	1800	P	83,196
MUNICH RE GROUP ADR ISIN#US6261881063	640	P	8,098
NESTLE SA SPONSORED ADRS REGISTERED	440	P	21,299
NINTENDO LTD ADR	230	P	8,561
NOKIA CORP SPONSORED ADR	520	P	4,238
NORTHROP GRUM CLL OPT 65.0000 08212010	5	P	(75)
NORTHROP GRUMMAN CORP COM	3000	P	163,320
NORTHROP GRUMN CLL OPT 70.0000 01222011	3	P	(150)
NOVARTIS A G SPONSORED ADR	340	P	16,429
OIL SVC HOLDRS TR DEPOSTRY RCPT	1100	P	104,104
OIL SVS HLDRS CLL OPT149.1000 01222011	3	P	(125)
PAYCHEX INC COM	5000	P	129,850
PEPSICO INC CLL OPT 70.0000 01212012	30	P	8,910
PEPSICO INC PUT OPT 50.0000 01212012	30	P	(12,000)
PETROCHINA CO LTD SPONS ADR	130	P	14,265
PHILIP MORRIS CLL OPT 47.0000 12182010	2	P	(543)
PHILIP MORRIS CLL OPT 50.0000 01222011	2	P	(346)
PHILIP MORRIS INTL INC COM	2000	P	91,680
PRIMARIS RETAIL REAL ESTATE INVT TRUST	580	P	9,514
PROCTER & GAMBLE CO COM	2500	P	149,950
PSHS ULST LM20 PUT OPT 38.0000 01222011	6	P	(3,090)
PSHS ULST LM20 PUT OPT 48.0000 01222011	5	P	(6,625)
RIOCAN REAL ESTATE INVESTMENT TR UNIT	500	P	8,944
RWE AG SPONSORED ADR	190	P	12,523
SIEMENS A G SPONSORED ADR	200	P	17,906
SILICONWARE PRECISION INDS LTD SPONSORED A	1320	P	7,062
SINGAPORE TELECOMMUNICATIONS LTD	750	P	16,331
SPDR S&P500 QT CLL OPT116.0000 12312010	40	P	(5,140)
SPDR S&P500 QT CLL OPT125.0000 12302011	100	P	(42,250)
SPDR S&P500 QT CLL OPT140.0000 12302011	40	P	(5,380)
SPDR S&P500 QT PUT OPT 55.0000 12222012	40	P	(18,700)
SPDR S&P500 QT PUT OPT 90.0000 12302011	65	P	(69,388)
SPDR S&P500 QT PUT OPT120.0000 12302011	25	P	62,675
SPDR S&P500 TR CLL OPT110.0000 09182010	10	P	(2,295)
SPDR S&P500 TR CLL OPT114.0000 03192011	20	P	(8,770)
SPDR S&P500 TR CLL OPT115 0000 06182011	10	P	(5,355)
SPDR S&P500 TR CLL OPT115.0000 12172011	10	P	(7,520)
SPDR S&P500 TR CLL OPT120.0000 06182011	15	P	(5,348)
SPDR S&P500 TR CLL OPT135.0000 12222012	30	P	(13,740)
SPDR S&P500 TR CLL OPT150.0000 12222012	23	P	(4,439)
SPDR S&P500 TR PUT OPT 60 0000 12222012	80	P	(44,880)
SPDR S&P500 TR PUT OPT105.0000 12222012	20	P	41,510
SPDR S&P500 TR PUT OPT120.0000 12222012	25	P	72,400
SPDR S&P500 TR PUT OPT122.0000 03192011	20	P	44,700
SPDR TR 1 QTR CLL OPT117.0000 12312010	10	P	(2,225)
SPDR TR 1 QTR CLL OPT118.0000 12312010	50	P	(9,825)
SPDR TR 1 QTR CLL OPT122.0000 12312010	25	P	(2,875)
SPDR TR 1 QTR CLL OPT123.0000 12312010	35	P	(3,448)
SPDR TR 1 QTR PUT OPT 77 0000 12312010	102	P	(24,990)

Anverse, Inc. 58-2507031			
2009 Form 990-PF 6/30/10			
Part II LN 10 STMT 23			
Security	Quantity	How Acquired	Market Value
SPDR TR 1 QTR PUT OPT 84.0000 12312010	223	P	(79,611)
SPDR TR 1 QTR PUT OPT 90.0000 12312010	120	P	(58,200)
SPDR TR 1 QTR PUT OPT 91.0000 12312010	86	P	(43,860)
SPDR TR 1 QTR PUT OPT 97.0000 12312010	55	P	(37,620)
SPDR TR 1 QTR PUT OPT 98.0000 12312010	80	P	(57,440)
SPDR TR 1 QTR PUT OPT105.0000 12312010	125	P	(125,063)
SPDR TR 1 QTR PUT OPT112.0000 12312010	680	P	937,040
SPDR TR SER 1 CLL OPT145.0000 12222012	20	P	(5,290)
SPDR TR SER 1 PUT OPT 70.0000 12172011	160	P	(81,840)
SPDR TR SER 1 PUT OPT 80.0000 12222012	40	P	(43,400)
SPDR TR SER 1 PUT OPT110.0000 12222012	20	P	46,100
SPDR TR SER 1 PUT OPT115 0000 12222012	20	P	51,980
SPDR TR SERIES CLL OPT112 0000 09302010	20	P	(3,870)
SPDR TR SERIES PUT OPT 95 0000 12302011	53	P	(65,243)
SPDR TR SERIES PUT OPT114 0000 12312010	10	P	(15,070)
SPDR TR SERIES PUT OPT115 0000 12302011	40	P	87,660
SPDR TR UNIT SER 1	57000	P	5,883,540
TAIWAN SEMICONDUCTOR MFG CO ADR	1341	P	13,088
TELEFONICA S.A	170	P	9,440
TOTAL SA-SPON ADR	290	P	12,946
UNILEVER NV NEW YORK SHS NEW	560	P	15,299
UNION PAC CORP CLL OPT 80.0000 01222011	3	P	(983)
UNION PAC CORP COM	2000	P	139,020
UNITED OVERSEAS BK LTD SPON ADR	550	P	15,459
UNITED PARCEL SERVICE CL B	2000	P	113,780
V F CORP COM	1500	P	106,770
VANGUARD BD INDEX FD TOTAL BND MRKT	12100	P	984,698
VERMILLION ENERGY TRUST ISIN#CA9237281097	280	P	8,857
VODAFONE GROUP PLC SPON ADR NEW	800	P	16,536
WAL-MART STORE CLL OPT 55.0000 01212012	10	P	(2,550)
WAL-MART STORE CLL OPT 60.0000 01212012	35	P	4,935
WAL-MART STORE PUT OPT 45.0000 01212012	35	P	(16,363)
WAL-MART STORES INC COM	3000	P	144,210
ZURICH FINL SVCS SPONSORED ADR	650	P	14,437
CORPORATE STOCKS			14,496,425
Part II LN 10b			**14,496,425**

ANVERSE, INC EIN 58-2507031
2009 Form 990-PF 6/30/10
Part VIII

2 Compensation of five highest-paid employees (other than those included on line 1)

(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
CHRIS PORTER PO BOX 3188, CARTERSVILLE, GA 30120	PROJECT COORDINATOR 40			
LEE BURGER PO BOX 3188, CARTERSVILLE, GA 30120	PROGRAM DIRECTOR 40			
MARK KRIDER PO BOX 3188, CARTERSVILLE, GA 30120	DIRECTOR CCNFP 40			
PATSY WADE PO BOX 3188, CARTERSVILLE, GA 30120	PROGRAM DIRECTOR 40			
MATTHEW SANTINI PO BOX 3188, CARTERSVILLE, GA 30120	DIR ARTS/EDUCATION 40			
TOTAL		476,141	37,072	

Anverse, Inc
58-2507031
6-30-10 990PF
Depreciation/Amortiztion Detail

Group	Date In Service	Book Cost	Book Prior Deprec	Book Method	Book Period	Book Current Depreciation	Book End Depreciation	Net Book Value
Investment Assets								
BUILDINGS	12/28/00	18,300	3,660	S/L	40 00	458	4,118	14,182
LAND	12/30/00	21,800	-	Land	-	-	-	21,800
Part II, LN 11		**40,100**	3,660			458	4,118	**35,982**
Land, Buildings, and Equipment								
BUILDINGS & IMPROVEMENTS	Various	78,696,305	5,376,633	S/L	Various	1,880,241	7,256,874	71,439,431
COMPUTERS	Various	179,199	155,344	S/L	5.00	8,014	163,358	15,841
DISPLAYS	Various	3,626,596	733,970	S/L	Various	502,731	1,236,701	2,389,895
EQUIPMENT	Various	876,674	460,525	S/L	Various	95,507	556,032	320,642
EDUCATION COLLECTION	Various	22,925	12,595	S/L	10 00	2,293	14,888	8,037
FRANCHISE	7/05/00	50,000	50,000	S/L	7.00	-	50,000	-
FURNITURE	Various	384,364	231,080	S/L	7 00	44,645	275,725	108,639
LAND	Various	6,364,870	-	N/A	N/A	-	-	6,364,870
LANDSCAPE IMPROVEMENTS	Various	216,223	47,728	S/L	Various	17,030	64,758	151,465
LIBRARY BOOKS	Various	14,391	4,734	S/L	Various	2,699	7,433	6,958
RADIO TOWER	Various	131,140	117,390	S/L	Various	7,747	125,137	6,003
TELEPHONE EQUIPMENT	Various	8,588	4,117	S/L	5 00	1,057	5,174	3,414
VEHICLES	Various	90,240	54,351	S/L	5.00	8,126	62,477	27,764
Less: Disposals		54,622	22,478			-	24,489	30,132
		90,606,894	7,225,988			2,570,089	9,794,066	80,812,827
Part I, LN 19 (Including Depreciation on Investment Assets)						**2,570,547**		
SOFTWARE	Various	82,327	35,744	Amort	3 00	18,775	54,518	27,809
Less: Disposals		-	-			-	-	-
Part I, LN 23		82,327	35,744			**18,775**	54,518	27,809
Part II, LN 14		**90,689,221**	7,261,732			2,588,864	**9,848,585**	**80,840,636**
Other Assets								
ARTWORK	Various	8,283,304	-	N/A	N/A	-	-	8,283,304
COLLECTIONS	Various	1,148,061	-	N/A	N/A	-	-	1,148,061
LIBRARY	Various	38,868	-	N/A	N/A	-	-	38,868
		9,470,232	-			-	-	9,470,232
Additional Detail Available Upon Request								