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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	alen	dar year 2010, or tax year beginning		, and ending		
G C	heck	all that apply Initial return Amended return	Initial return of a fo	· · ·	Final return Name change	
Nar	ne of	foundation The Winthrop Foundation C/O Robert Winthrop I	on of Athens		A Employer Identification 58–6420958	
Nun	nber ar	nd street (or P O box number if mail is not delivered to street		Room/suite	B Telephone number	
		633 Milledge Circle			706-546-05	
		own, state, and ZIP code Athens, GA 30606 type of organization X Section 501(c)(3) exi	empt private foundation		C If exemption application is p D 1. Foreign organizations 2. Foreign organizations me check here and attach co	, check here
		1 / 1 / 1 / 1 / 1 / 1 / 1 / 1 / 1 / 1 /	tion	E If private foundation state		
		rket value of all assets at end of year J Accountin	ng method X Cash ner (specify)	Accrual	under section 507(b)(1) F If the foundation is in a (• •
_		2,209,124. (Part I, colui	mn (d) must be on cash b	pasis.)	under section 507(b)(1)	
Pa	rt i	(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 chantable purposes (cash basis only)
	1	Contributions, gifts, grants, etc , received	203,271.		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
	2	Check In the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	16.	26 001		Statement 2
	_	Dividends and interest from securities	52,148.	36,881.		Statement 3
		Gross rents		······································		
	۔ ا	Net rental income or (loss)	10,121.	· · · · · · · · · · · · · · · · · · ·		Statement 1
ĭe	۱ .	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all 916,065.	10/121.			
Revenue	ı	assets Of time of	1.1.1	184,276.	· · · · · · · · · · · · · · · · · · ·	
ď	8	Capital gain net income (non Part IV/IIIne 3) Net short-term.capital gain				
	10a	Income modifications Gross and ellowances MIAI 1 7 2011		4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4	, , , , , , , , , , , , , , , , , , , ,	
	b	Less Cost of goods sold				
	C	Gross profit or Joseph UT	1 050	450	3 415	***
	111	Other income.	1,873.	458.		Statement 4
	12	Total. Add lines 1 through 11	267,429.	221,615.	1,415.	0.
	13	Compensation of officers, directors, trustees, etc	U •	<u> </u>	0.	0.
	14 15	Other employee salaries and wages Pension plans, employee benefits	,			
nses	-	Legal fees				
ens	1	Accounting fees Stmt 5	2,370.	2,370.	0.	0.
Exp	I	Other professional fees Stmt 6	2,370. 11,324.	2,370. 11,324.	0.	0.
Š	I	Interest				
trati	18	Taxes Stmt 7	104.	104.	0.	0.
inis	19	Depreciation and depletion			_	
Ē	1	Occupancy				
and Administrative Expe	1	Travel, conferences, and meetings				
a au	22	Printing and publications				
Operating	1	Other expenses Total operating and administrative		···		
era	-	expenses. Add lines 13 through 23	13,798.	13,798.	0.	0.
Ö	25	Contributions, gifts, grants paid	87,200.			87,200.
		Total expenses and disbursements.	•			
		Add lines 24 and 25	100,998.	13,798.	0.	87,200.
	27	Subtract line 26 from line 12			,	
		Excess of revenue over expenses and disbursements	166,431.	007 017	!'	
		Net investment income (if negative, enter -0-)		207,817.		
	l C	Adjusted net income (if negative, enter -0-)	!		1,415.	· !

58-6420958

Day	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of y	/ear
rar	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	63,105.	37,581.	37,581.
3	Accounts receivable ►			
	Less allowance for doubtful accounts			
4	Pledges receivable			
	Less allowance for doubtful accounts			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other			
	disqualified persons			
7	Other notes and loans receivable			
1	Less allowance for doubtful accounts			
2 8	Inventories for sale or use			
9 9	Prepaid expenses and deferred charges			
ž 10	a Investments - U.S. and state government obligations Stmt 8	420,910.	271,117.	286,621.
	b Investments - corporate stock Stmt 9	594,151.	688,084.	805,657.
	Investments - corporate bonds Stmt 10	153,117.	231,111.	234,457.
	Investments - land, buildings, and equipment basis	· ·····		
- ''	Less accumulated depreciation	İ	Ì	
12	Investments - mortgage loans			
13	O+ 11 [571,597.	740,631.	842,401.
14				
'"	Less accumulated depreciation	Ì	1	
15	0 1 12	1,620.	2,407.	2,407.
''	Other assets (describe P	1,0200	2,20,0	<u> </u>
16	Total assets (to be completed by all filers)	1,804,500.	1,970,931.	2,209,124.
17				
18	· · · · · · · · · · · · · · · · · · ·			
مدا				
S 19				
20 21 21 21				
등 21				
22	2 Other liabilities (describe ►)			
-	Total Hebitities (add hear 47 through 00)	0.	0.	
23	3 Total liabilities (add lines 17 through 22)	· · ·		
	Foundations that follow SFAS 117, check here			
s 2	and complete lines 24 through 26 and lines 30 and 31.			
일 24				
<u> </u>	· · ·			
26 0	· 1			
5	Foundations that do not follow SFAS 117, check here			
or Fund Balanc	and complete lines 27 through 31.	1 004 500	1 070 021	
<u>ي</u> 27		1,804,500.	1,970,931.	
g 28	, , , , , , , , , , , , , , , , , , , ,	0.	0.	
Net Assets	<u> </u>			
ž 30	Total net assets or fund balances	1,804,500.	1,970,931.	
		1 004 500	1 070 021	
31	Total liabilities and net assets/fund balances	1,804,500.	1,970,931.	
Par	t III Analysis of Changes in Net Assets or Fund Ba	alances		
1 To	tal net assets or fund balances at beginning of year - Part II, column (a), line	30		
(m	ust agree with end-of-year figure reported on prior year's return)		1	1,804,500
2 En	ter amount from Part I, line 27a		2	166,431
3 Otl	her increases not included in line 2 (itemize)		3	0
4 Ad	d lines 1, 2, and 3		4	1,970,931
5 De	creases not included in line 2 (itemize)		5	0,
C T-	tal ast seeds or find balances at and of year /line 4 minus line E) - Bort II, or	Jump (h) June 20	ا ۾ ا	1.970.931.

Form 990-PF (2010) C/C	Robe	ert Winthrop	ΙΙ					58	3-642	0958	Page 3
Part IV Capital Gains	and Lo	sses for Tax on in	vestment	Income		'					
		nd(s) of property sold (e g or common stock, 200 shs			(b) H	low ac - Purc - Dona	nase `.	Date a (mo , da		(d) Dat (mo , da	
1a ,				 	Ť						
b See Attached	1 Sta	tements						•			
C											
d		· · ·						-			
8										_	
(e) Gross sales price	(f) (Depreciation allowed (or allowable)		t or other basis xpense of sale					ın or (loss) (f) mınus (
a	<u> </u>										
b											
<u> </u>	<u> </u>					_					
d											
e 916,065.				731,78	9.					184	,276.
Complete only for assets show	ing gain in	column (h) and owned by t	he foundation	on 12/31/69			(I) G	iains (Co	ol (h) gain	minus	
(I) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69		cess of col (I) col (J), if any			COI (I	c), but no Losses (ot less than from col (1 -U-) ar h))	
a	1										
b	<u> </u>										-
<u> </u>											
<u>d</u>											0.5.6
<u>e</u>										184	,276.
2 Capital gain net income or (net o	capital loss	If gain, also enter If (loss), enter -0-	in Part I, line in Part I, line	7 7	}	2				184	,276.
3 Net short-term capital gain or (fe	oss) as defi	ned in sections 1222(5) and	d (6)								
If gain, also enter in Part I, line 8	3, column (c)							/-		
If (loss), enter -0- in Part I, line			<u> </u>		لب	3			N/A		
Part V Qualification	unaer s	Section 4940(e) for	Reduced	lax on Net	Inv	estn	nent inco	me			
(For optional use by domestic priva	ite foundati	ons subject to the section 4	940(a) tax on	net investment in	come))					
If section 4940(d)(2) applies, leave	this nart hi	ank									
11 Section 4540(d)(2) applies, loave	tino part bi	ulik									
Was the foundation liable for the se	ection 4942	tax on the distributable am	ount of any ye	ear in the base pei	rıod?					Yes	X No
If "Yes," the foundation does not qu											
1 Enter the appropriate amount in	n each colu	mn for each year, see instru	ictions before	making any entri	es					141	
(a) Base period years		(b)			(c)				Distrib	(d) oution ratio	
Calendar year (or tax year begini	ning in)	Adjusted qualifying dist		Net value of no				(col (b) div	ided by col	
2009			7,368.				5,109.				61525
2008			7,600.				6,629.				45047
2007			7,300.				9,363.				11770
2006			5,120.		1_		<u>6,467.</u>		_		11147
2005		· · · · · · · · · · · · · · · · · · ·	9,635.			41	5,590.			.0	<u>23184</u>
2 Total of line 1, column (d)								2		.1	<u>52673</u>
3 Average distribution ratio for the	e 5-year ba	se period - divide the total o	on line 2 by 5,	or by the number	of ye	ars					
the foundation has been in exist	tence if less	than 5 years						3		.0	30535
4 Enter the net value of noncharit	able-use as	sets for 2010 from Part X, I	ine 5					4		1,910	<u>,937.</u>
5 Multiply line 4 by line 3								5		58	,350.
6 Enter 1% of net investment inco	ome (1% of	Part I, line 27b)						6		2	,078.
	,	•									
7 Add lines 5 and 6								7		60	,428.
										·	_
8 Enter qualifying distributions fro								8		87	,200.
If line 8 is equal to or greater the See the Part VI instructions	an line 7, cl	neck the box in Part VI, line	1b, and comp	olete that part usin	ng a 1	% tax	rate				

The Winthrop Foundation of Athens GA C/O Robert Winthrop II

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	rt VI Excise Tax Based on Investment Income (Section 494)	 	1940(e), or 4	948 -	see II	nstru	ctior	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here and er)					
	Date of ruling or determination letter (attach copy of letter if nec							
þ	Domestic foundations that meet the section 4940(e) requirements in Part V, check here	► X and enter 1°	% }	1			2,0	78.
	of Part I, line 27b							
	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4%		ol (b) J					_
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Ot	thers enter -0-)		2				<u>0.</u>
3	Add lines 1 and 2			3		-	2,0	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Of	thers enter -0-)		4			~ ~	0.
	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			5			2,0	78.
	Credits/Payments	1.1	1.60					
	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	160.					
	Exempt foreign organizations - tax withheld at source	6b	-	-				
	Tax paid with application for extension of time to file (Form 8868)	6c		-				
	Backup withholding erroneously withheld	6d		1				<i>-</i> 0
	Total credits and payments Add lines 6a through 6d			7				<u>60.</u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attack.	ched	_	8			1 0	1.0
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	10			1,9	18.		
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid							
	Enter the amount of line 10 to be Credited to 2011 estimated tax		Refunded >	11				
	rt VII-A Statements Regarding Activities						V	NI.
12	During the tax year, did the foundation attempt to influence any national, state, or local legisl	iation or did it partic	ipate or intervene	ın			Yes	X
	any political campaign?					1a		X
U	Did it spend more than \$100 during the year (either directly or indirectly) for political purpos	•	•			1b		^
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and	copies of any ma	itenais publisne	a or				
	distributed by the foundation in connection with the activities.					1c	1	Х
	c Did the foundation file Form 1120-POL for this year? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year							
u	(1) On the foundation \blacktriangleright \$ 0 • (2) On foundation managers		0.					
۵	Enter the reimbursement (if any) paid by the foundation during the year for political expendit			-				
•	managers > \$ 0.	tule tax imposed of	loulidation		•			
2	Has the foundation engaged in any activities that have not previously been reported to the IF	352				2		х
-	If "Yes," attach a detailed description of the activities.	10.						
3	Has the foundation made any changes, not previously reported to the IRS, in its governing in	netrument articles	of incorporation of)r				
•	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change		or moorporation, t	,		3		Х
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year					4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?	•		N	/A	4b		<u> </u>
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	•				5		Х
	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 eff	ther						
	By language in the governing instrument, or							
	By state legislation that effectively amends the governing instrument so that no mandatory	y directions that cor	flict with the state	e law				
	remain in the governing instrument?					6	X	ŀ
7	Did the foundation have at least \$5,000 in assets at any time during the year?					7	X	
	If "Yes," complete Part II, col. (c), and Part XV.							
8a	Enter the states to which the foundation reports or with which it is registered (see instruction	ns) 🕨						
	GA							
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Al	ttorney 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								X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses								X

The Winthrop Foundation of Athens GA Form 990-PF (2010) C/O Robert Winthrop II 58-6420958 Page 5 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 X section 512(b)(13)? If "Yes." attach schedule (see instructions) 11 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before X August 17, 2008? 12 X 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Website address ► N/A Telephone no ▶706-546-0523 14 The books are in care of ▶ Robert Winthrop, ZIP+4 ▶30606 Located at ▶ 633 Milledge Circle, Athens, 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ 15 and enter the amount of tax-exempt interest received or accrued during the year 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 Yes No File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1a During the year did the foundation (either directly or indirectly) Yes X No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No a disqualified person? Yes X No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available Yes X No for the benefit or use of a disqualified person)? (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 Yes X No termination of government service, if terminating within 90 days) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations N/A section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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 X before the first day of the tax year beginning in 2010? 10 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 Yes X No before 2010? 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 N/A statement - see instructions) 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

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,

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time

Form 4720, to determine if the foundation had excess business holdings in 2010.)

had not been removed from jeopardy before the first day of the tax year beginning in 2010?

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

Form **990-PF** (2010)

X

3b

4a

Yes X No

N/A

during the year?

	of Athens GA							
Form 990-PF (2010) C/O Robert Winthrop II			<u>58-64209</u>	58 Page 6				
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be F	Required (contin	ued)					
5a During the year did the foundation pay or incur any amount to		_	1					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Ye	s X No					
(2) Influence the outcome of any specific public election (see section 4955), or	r to carry on, directly or indire	ectly,						
any voter registration drive?		Y8	s X No					
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Y ₈	s X No					
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section							
509(a)(1), (2), or (3), or section 4940(d)(2)?		☐ Ye	s X No					
(5) Provide for any purpose other than religious, charitable, scientific, literary	or educational purposes, or f		1					
the prevention of cruelty to children or animals?		Ye	s X No					
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un	der the exceptions described i	n Regulations						
section 53 4945 or in a current notice regarding disaster assistance (see instru	N/A	5b						
Organizations relying on a current notice regarding disaster assistance check t	ere							
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f	rom the tax because it mainta	ined						
expenditure responsibility for the grant?	N	I/A 🔲 Ye	s No					
If "Yes," attach the statement required by Regulations section 53 494	5-5(d).							
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on							
a personal benefit contract?		Ye	s X No					
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal 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 s	helter transaction?	☐ Ye	s X No					
b If "Yes," did the foundation receive any proceeds or have any net income attrib	utable to the transaction?		N/A	7b				
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	nagers, Highly	1					
List all officers, directors, trustees, foundation managers and their	compensation.							
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to	(a) Eynense				
(a) Name and address			employee benefit plans	(e) Expense				
(a) Harrio and address	to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances				
Robert Winthrop, II	to position Trustee	(If not paid, enter -0-)	employee benefit plans and deferred compensation	account, other allowances				
	to position	(If not paid, enter -0-)	employee benefit plans and deferred compensation	account, other allowances				
Robert Winthrop, II	to position	(If not paid, enter -0-)	employee benefit plans and deferred compensation	account, other allowances				
Robert Winthrop, II 633 Milledge Circle	to position Trustee	enter'-0-)	compensation	allowances				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606	to position Trustee 10.00	enter'-0-)	compensation	allowances				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop	to position Trustee 10.00	enter'-0-)	compensation	allowances				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle	to position Trustee 10.00 Trustee	enter -0-)	Compensation 0 .	allowances 0 •				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue	to position Trustee 10.00 Trustee 10.00 Trustee	0 .	O .	allowances O.				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop	to position Trustee 10.00 Trustee 10.00	enter -0-)	Compensation 0 .	allowances O.				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue	to position Trustee 10.00 Trustee 10.00 Trustee	0 .	O .	allowances O.				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue	to position Trustee 10.00 Trustee 10.00 Trustee	0 .	O .	allowances O.				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue New York, NY 10128	to position Trustee 10.00 Trustee 10.00 Trustee 10.00	0 . 0 .	O .	allowances O.				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue	to position Trustee 10.00 Trustee 10.00 Trustee 10.00	0 . 0 .	0 • 0 •	allowances O. O.				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue New York, NY 10128	to position Trustee 10.00 Trustee 10.00 Trustee 10.00	0 . 0 .	O .	allowances O.				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue New York, NY 10128 2 Compensation of five highest-paid employees (other than those incompany to the standard	to position Trustee 10.00 Trustee 10.00 Trustee 10.00 Trustee (b) Title, and average hours per week	O . O . enter "NONE."	O . O . (d) Contributions to employee benefit plans and deterred	allowances O . O .				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue New York, NY 10128 2 Compensation of five highest-paid employees (other than those incompany)	to position Trustee 10.00 Trustee 10.00 Trustee 10.00 Trustee (b) Title, and average hours per week	O . O . enter "NONE."	O . O . (d) Contributions to employee benefit plans and deterred	allowances O . O .				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue New York, NY 10128 2 Compensation of five highest-paid employees (other than those incompany to the standard	to position Trustee 10.00 Trustee 10.00 Trustee 10.00 Trustee (b) Title, and average hours per week	O . O . enter "NONE."	O . O . (d) Contributions to employee benefit plans and deterred	allowances O . O .				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue New York, NY 10128 2 Compensation of five highest-paid employees (other than those incompany to the standard	to position Trustee 10.00 Trustee 10.00 Trustee 10.00 Trustee (b) Title, and average hours per week	O . O . enter "NONE."	O . O . (d) Contributions to employee benefit plans and deterred	allowances O . O .				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue New York, NY 10128 2 Compensation of five highest-paid employees (other than those incompanies of each employee paid more than \$50,000	to position Trustee 10.00 Trustee 10.00 Trustee 10.00 Trustee (b) Title, and average hours per week	O . O . enter "NONE."	O . O . (d) Contributions to employee benefit plans and deterred	allowances O . O .				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue New York, NY 10128 2 Compensation of five highest-paid employees (other than those incompanies of each employee paid more than \$50,000	to position Trustee 10.00 Trustee 10.00 Trustee 10.00 Trustee (b) Title, and average hours per week	O . O . enter "NONE."	O . O . (d) Contributions to employee benefit plans and deterred	allowances O . O .				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue New York, NY 10128 2 Compensation of five highest-paid employees (other than those incompanies of each employee paid more than \$50,000	to position Trustee 10.00 Trustee 10.00 Trustee 10.00 Trustee (b) Title, and average hours per week	O . O . enter "NONE."	O . O . (d) Contributions to employee benefit plans and deterred	allowances O . O .				
Robert Winthrop, II 633 Milledge Circle Athens, GA 30606 Carol Veatch Winthrop 633 Milledge Circle Athens, GA 30606 Grant Forbes Winthrop 1115 5th Avenue New York, NY 10128 2 Compensation of five highest-paid employees (other than those incompanies of each employee paid more than \$50,000	to position Trustee 10.00 Trustee 10.00 Trustee 10.00 Trustee (b) Title, and average hours per week	O . O . enter "NONE."	O . O . (d) Contributions to employee benefit plans and deterred	allowances O . O .				

0

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

The winthrop roundation of Ather			_
Form 990-PF (2010) C/O Robert Winthrop II		420958	Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	ation Managers, Highly		
3 Five highest-paid independent contractors for professional services. If none, ente	r "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Com	pensation
NONE			
			
		1	
ACO 000 4			0
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities			
	street information cuch as the		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statis number of organizations and other beneficiaries served, conferences convened, research papers pro	duced, 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 or	lines 1 and 2	Amount	
1 N/A			

All other program-related investments. See instructions

Total. Add lines 1 through 3

P	Minimum Investment Return (All domestic foundations mi	ust complete this pa	rt. Foreign four	idations, s	ee instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable	, etc , purposes	-		
а	Average monthly fair market value of securities			1a	1,780,192.
	Average of monthly cash balances			1b	1,780,192. 159,846.
	Fair market value of all other assets			10	
d	Total (add lines 1a, b, and c)			1d	1,940,038.
	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	1,940,038.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount,	see instructions)		4	29,101.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on	Part V, line 4	:	5	1,910,937.
6	Minimum investment return. Enter 5% of line 5			6	95,547.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and foreign organizations check here and do not complete this part.)	d (j)(5) private operatin	g foundations an	d certain	
1	Minimum investment return from Part X, line 6	_		1	95,547.
2 a	Tax on investment income for 2010 from Part VI, line 5	2a	2,078.		
	Income tax for 2010 (This does not include the tax from Part VI)	2b	•		
	Add lines 2a and 2b			20	2,078.
3	Distributable amount before adjustments Subtract line 2c from line 1		,	3	2,078. 93,469.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	93,469.
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 3	XIII, line 1	Ĭ	7	93,469.
P	art XII Qualifying Distributions (see instructions)		<u></u>	•	-
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purp	oses			
а	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26			1a	87,200. 0.
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	le, etc , purposes		2	
3	Amounts set aside for specific charitable projects that satisfy the				·
а	Suitability test (prior IRS approval required)			3a	
	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	d Part XIII, line 4	•	4	87,200.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net inves				
	income Enter 1% of Part I, line 27b			5	2,078.
6	Adjusted qualifying distributions. Subtract line 5 from line 4			6	2,078. 85,122.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years with 4940(c) reduction of tay in those years.	hen calculating whethe	r the foundation (qualifies for	the section

Part XIII Undistributed Income (see instructions)

1. Distributable amount for 2016 from Part X. Imm. 2016 Part X. I		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
193,469.2 193	1 Distributable amount for 2010 from Part XI				
2 Understudied account, day, an other each of 2010 a Esters amount for 2009 only b Total for percy years 3 Excess distributions carryover, if any, to 2010 a From 2006 6 From 2006 6 From 2008 6 From 2009 1 Total of lines 3s through e 4 Qualifying distributions for 2010 from Part XII, line 4 P S 87, 200. 3 Rypled to 2009 but not more than time 2a b Appled to undistributed is comes of prior years (Election required - see instructions) 1 Freed as distributions out of corpus 6 Remaining amount distributed in corpus and indicate below: 9 Celler than a second of the corpus and indicate below: 1 Celler than amount of each of corpus 6 Externed the amount of prior years' 1 undistributed in corpus and subtract line 4 from line 2 Celler amount - see instructions 9 Celler amount of prior years' 1 undistributed in corpus for years' 2 undistributed in the 6 from line 6 Taxable 2 undistributed in the 6 from line 6 Taxable 2 undistributed in the 6 from line 6 Taxable 2 undistributed in the 6 from line 6 Taxable 3 undistributed in the 6 from line 6 Taxable 3 undistributed in the 6 from line 6 Taxable 3 undistributed in the 6 from line 6 Undistributed in 6 of the form line 6 Undistributed in 6 of line 7 undistributed in 6 of line 7 undistributed in 6	E E				93,469.
### Excess distributions carryover, if any, to 2010 ### Excess distributions carryover, if any, to 2010 ### From 2006 ### From 2008 ### From 2009 #### From 2009 #### From 2009 #### From 2009 #### From 2009 ###################################	_ "' - '			-1IIII	-m- n m m 7 7 7 7
3 Excess distributions carryover, if any, to 2010 a From 2005 b From 2006 c From 2007 d From 2008 a From 2009 a From 2009 b From 2009 a From 2009 a From 2009 b From 2009 a From 2009 a From 2009 b From 2009 a From 2009 b From 2009 a From 2009 b F	· •			87,109.	
3 Excess distributions carryover, if any, to 2010 a From 2005 b From 2006 c From 2007 d From 2008 9	· · · · · · · · · · · · · · · · · · ·	······································			
3 Excess distributions carryover, if any, to 2010 a From 2005 b From 2006 c From 2007 d From 2009 d From 2009 1 Total of lines 3s through e 4 Qualying distributions to 2010 from Part XII, line 4 ► \$ 67, 200. a Applied to 2005, but not more than line 22 b Applied to undistributed income of pror years (Election required - see instructions) c Treated as distributions out of corpus (Clection required - see instructions) c Treated as distributions out of corpus (Clection required - see instructions) 0 . 6 Treated as distributions out of corpus (Clection required - see instructions) 0 . 7 Excess distributions carryover expects to 2010 1 #If an instruction and the seem amount made be shown in extensible of 2010 1 #If an instruction and the seem amount made be shown in extensible of the seem amount made be shown in extensible of the seem amount made be shown in extensible of the seem amount made be shown in extensible of the seem amount made be shown in extensible of the seem amount made be shown in extensible of the seem amount made be shown in extensible of the seem amount made be shown in extensible of the seem amount made be shown in extensible of the seem amount made be shown in extensible of the seem amount made be shown in extensible of the seem amount made and shown in extensible of the seem amount made and shown in the seem amount made and shown in the shown in the shown in the seem amount made and shown in the shown in	g rotal for prior yours		0.		
a From 2005 b From 2006 c From 2007 d From 2008 e From 2009 1 Total of these 3s through e 0 . 4 Outsiliping distributions for 2010 from Part XI, line 4 ▶ \$ 87, 200 . a Applied to 2009, but not more than line 2a b Applied to 2009, but not more than line 2a b Applied to 2009 in distributions out of corpus (Election required - see instructions) C Treated as distributions out of corpus (Election required - see instructions) C Fraction and C for the see instructions 0 . C Treated as distributions out of corpus 5 Excess distributions out of corpus 5 Excess distributions out of corpus 5 Excess contributions survivive applied to 2010 0 . 0 . 0 . 0 . 0 . 0 . 0 . 0	3 Excess distributions carryover, if any, to 2010				·
b From 2006	1 1 1 1				
E From 2007 d From 2008 eFrom 2009 1 Total of lines 3 through e 0 . 4 Qualifying distributions for 2001 from Part XII, line 4 ▶ \$ 87,200. a Applied to 2005, but not more than line 2a bApplied to 2005, but not more than line 2a bApplied to 2005 but not required - see instructions) 1 Treated as distributions out of copus (Election required - see instructions) 0 . Created as distributions out of copus (Election required - see instructions) 0 . Applied to 2010 distributions out of copus (Election required - see instructions) 0 . Applied to 2010 distributions out of copus (Election required - see instructions) 0 . O . O . O . O . O . O . O . O . O .					
d From 2008 e From 2009 1 Total of lines 3s through e 4 Qualifying distributions for 2010 from Part XIII, line 4 № \$ 87, 2.00. a Applied to 2009, but not more than line 2a b Applied to 2009, but not more than line 2a b Applied to 2009, but not more than line 2a b Applied to 2009, but not more than line 2a b Applied to 2010 distribution (encine of prior years (Election requiredse enstructions) 1 Treated as distributions out of corpus (Election requiredse enstructions) 2 (Election requiredse enstructions) 3 Companies and a substitution of the same amount of the same amount of grain (election in a column (e)) 4 Remaining amount distributed out of corpus 5 Erices distributions carprove applied and 2010 1 (if an errount appears in educirium (b), the same amount and se service in column (e)) 5 Enter the net total of each column as indicated below:					
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1 Total of lines 3a through e 4 Qualifying distributions for 2010 from Part XII, line 4 № \$ 87,200 - a Applied to 2009, but not more than line 2a b Applied to undistributed income of prior years (Election required -see instructions) c Treated as distributions out of corpus (Election required -see instructions) d Applied to 2010 distributable amount e Remaining amount distributed out of corpus Excess distributions carryover applied to 2010 of lift an invarial appears in column (a), the same amount of lift an invarial appears in column (a), the same amount of lift an invarial appears in column (a), the same amount of lift an invarial appears in column (a), the same amount of lift an invarial appears in column (a), the same amount of lift an invarial appears in column (a), the same amount of lift an invarial appears in column (a), the same amount of lift and to each column as indicated below: a Corpus Add time 31. 4c, and 46 Subtract line 5 briory sars' undistributed consess Subtract line 4 from line 20 certain the amount of prior years' undistributed income Subtract line 4 from line 20 disclination of the same subtract line 4 from line 20 disclination of the same subtract line 4 a from line 6 to make the same subtract line 4 and from line 20 subtract line 4 and 5 from line 6 to Taxable amount - see instructions d Audit 5 from line 7 thus amount must be distributed income for 2010 Subtract line 44 and 5 from line 1 Thus amount must be distributed as distributions out of corpus to satisfy requirements imposed by section 170(b)(11) or 1942(g)(3) 8 Excess from line 6 to 10 in line 6 10 Analysis of line 9 11 Excess distributions carryover from 2005 not applied on line 5 or line 7 12 Excess from 2006 13 Excess from 2006 14 Excess from 2008 15 Excess from 2008 16 Excess from 2009 16 Excess from 2009 17 Excess distributions carryover from 2005 18 Excess from 2008 18 Excess from 2008 19 Excess from 2009 19 Excess distributions carryover from 2005 10 Analysis of line 9 10 Excess from 2008 10 Excess from 2008 10 Excess fr					
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of tan amount appears in column (d), the same amount must be shown in column (a). Enter the net total of each column as indicated below: 2	·				
indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instructions e Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(11)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 O Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a O Analysis of line 9 a Excess from 2006 b Excess from 2006 b Excess from 2009 d Excess from 2009 d Excess from 2009	(If an amount appears in column (d), the same amount	0.			0.
b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instructions ! Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distribution in 2011 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9 a Excess from 2006 b Excess from 2006 d Excess from 2009 d Excess from 2009					
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4a from line 2a Taxable amount - see instr f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009	amount - see instructions		0.		
4a from line 2a Taxable amount - see instr f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009	e Undistributed income for 2009 Subtract line				
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section 170(b)(1)(F) or 4942(g)(3) 8	7 Amounts treated as distributions out of				
section 170(b)(1)(F) or 4942(g)(3) 8	corpus to satisfy requirements imposed by				
not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009	1	0.			
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9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 0 . 0 Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009		0.			
Subtract lines 7 and 8 from line 6a	· · · · · · · · · · · · · · · · · · ·				
0 Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009		0.			<u>'</u>
a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009					
b Excess from 2007 c Excess from 2008 d Excess from 2009					
c Excess from 2008 d Excess from 2009					
d Excess from 2009					
	····				
	e Excess from 2010				

The Winthrop Foundation of Athens GA C/O Robert Winthrop II

Form 990-PF (2010)

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 4942(j)(5) b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 2 a Enter the lesser of the adjusted net Tax year Prior 3 years (a) 2010 (d) 2007 (b) 2009 (c) 2008 (e) Total income from Part I or the minimum investment return from Part X for each year listed **b** 85% of line 2a 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 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.) 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)) Robert Winthrop, II 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 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 Carol Veatch Winthrop, 706-546-0523 633 Milledge Circle, Athens, GA 30606 b The form in which applications should be submitted and information and materials they should include No specific form c Any submission deadlines None d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors Must be for charitable, scientific, literary, religious, educational or similar purposes - charitable purposes. 023601 12-07-10

58-6420958

The Winthrop Foundation of Athens GA C/O Robert Winthrop II

Form 990-PF (2010) Part XV Supplementary Information (continued) 58-6420958 Page 11

3 Grants and Contributions Paid During the Year or Approved for Future Payment									
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount					
Name and address (home or business)	or substantial contributor	recipient							
a Paid during the year	or substantial contributor	recipient							
See Statement 13			▶ 3a	87,200.					
None									
Total			▶ 3b	0.					

Part XVI-A **Analysis of Income-Producing Activities**

Form 990-PF (2010)

					
Enter gross amounts unless otherwise indicated	(a) Business	(b)	(C) Exclu- sion	(d)	(8) Related or exempt
1 Program service revenue	code	Amount	code	Amount	function income
a		<u></u>			
b		<u> </u>	1		
c					
d			<u> </u>		
8					
1					
g Fees and contracts from government agencies					•
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	16.	
4 Dividends and interest from securities			14	52,148.	
5 Net rental income or (loss) from real estate	1		 		
a Debt-financed property			1		
b Not debt-financed property			 		
6 Net rental income or (loss) from personal		·	 -		
property 7 Other investment income			 		.
	1		 -		
8 Gain or (loss) from sales of assets other	1				10 121
than inventory			+ +		10,121.
9 Net income or (loss) from special events	-		+-+		
10 Gross profit or (loss) from sales of inventory		.	 		
11 Other revenue					
a Nondividend return of					1 415
b capital					1,415.
Federal tax refund			\vdash		458.
d			1		
e			<u> </u>		
12 Subtotal Add columns (b), (d), and (e)		0.		52,164.	
13 Total. Add line 12, columns (b), (d), and (e)				13	64,158.
(See worksheet in line 13 instructions to verify calculations)		·			<u> </u>
Part XVI-B Relationship of Activities t	to the Acco	mplishment of E	kempt	Purposes	
Line No. Explain below how each activity for which inco			contribu	ted importantly to the accomp	olishment of
the foundation's exempt purposes (other than		as for such purposes)			
Interest earned on sav. Dividends & interest e		·			
		<u> investment</u>	S		
8 Gain on sale of securi-	ties				
		<u>.</u>			
		· · · · · · · · · · · · · · · · · · ·			
					

The Winthrop Foundation of Athens GA

Form 990-PF (2010) C/O Robert Winthrop II 58-6420958

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable

58-6420958

	Exempt Organ	izations						-	
1 Did the oi	rganization directly or indi	rectly engage in any	of the followin	g with any other organization	on described in sec	ction 501(c) of		Yes	No
the Code	(other than section 501(c)	(3) organizations) o	r in section 52	7, relating to political organ	izations?				
a Transfers	from the reporting founda	ation to a noncharita	ible exempt or	ganization of					
(1) Cash							1a(1)		X
(2) Other	r assets						1a(2)		X
b Other tran	rsactions								
(1) Sales	s of assets to a noncharital	ble exempt organiza	tion				16(1)		X
	hases of assets from a noi						1b(2)		X
	al of facilities, equipment,	-					1b(3)		X
• •	bursement arrangements						1b(4)		X
	s or loan guarantees						1b(5)		X
	ormance of services or me	mbership or fundrar	isina solicitatio	ns			1b(6)		X
	of facilities, equipment, ma						10		X
				dule Column (b) should alv	ways show the fair	market value of the goods	ستنب	ets	
			-	ed less than fair market valu	· -	•		.010,	
	d) the value of the goods,						••		
a) Line no	(b) Amount involved			exempt organization	(d) Description	on of transfers, transactions, and	sharing an	rangeme	ents
			N/A		1 , ,	· · · · · · · · · · · · · · · · · · ·			
									
									•
	_								
			······································		-				
-									
				.					

	·								
					_				
					+				
ın section	501(c) of the Code (other omplete the following scho	r than section 501(c edule)(3)) or in sect		zations described	[Yes	X] No
	(a) Name of org	anization		(b) Type of organization		(c) Description of relation	snip		
	N/A								
						· ·			
		.		•					
	 					 			
Und	er penalties of penuny I declars	that I have examined !	this return includ	ing accompanying schedules an	d statements, and to	the heat of my knowledge and h	aliaf it ia ta	10.00	<u></u>
		orer (other than taxpayer		ased on all information of which					
	Print/Type preparer's na		Preparer's s	Date	Date	Check rf PTIN			
	Typo pichaioi 3 lia	·····	//		Date	self- employed			
Paid	K Godff D	0//34	1/1 1/2	MAH ANII	5-11-11	Jon Uniployed			
raiu Preparer	Firm's name ► Col	mpany, P.C.	1 / 7/1-11	Firm's FIN		_			
-		0. Box 70		mpany, P.C.		Firm's EIN			
Use Only	Firm's address ► At			0700		706	543.	240	
	riiiis address At	nens, GA	30003-	0/09		Phone no 706.	343.	349	3
	L				· · · · · · · · · · · · · · · · · · ·				
						F	orm 990)-PF (2010)

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

2010

Name of the organization

The Winthrop Foundation of Athens GA C/O Robert Winthrop II

Employer identification number

58-6420958

Organiza	ganization type (check one):									
Filers of	:	Secti	on:							
Form 990) or 990-EZ		501(c)() (enter number) organ	nization					
			4947(a)(1)	nonexempt charitable t	rust not treated	as a private fo	oundation			
			527 politica	al organization						
Form 990-PF		X	X 501(c)(3) exempt private foundation							
			4947(a)(1)	nonexempt charitable t	rust treated as a	private found	ation			
			501(c)(3) ta	xable private foundation	PN					
Note. Or General	nly a section 501(c)(7), (8),	or (10) orga	eneral Rule or a Spec nization can check box 90-EZ, or 990-PF that r	es for both the					_
	contributor. Comple	ete Pa	rts I and II.							
Special	Rules									
	509(a)(1) and 170(b	o)(1)(A)	(vı), and rec	ling Form 990 or 990-E eived from any one coi III, line 1h or (ii) Form 9	ntributor, during	the year, a cor	ntribution of the			
	aggregate contribu	tions o	of more than	panization filing Form 9 \$1,000 for use exclusion animals. Complete P	vely for religious					
	contributions for us If this box is checked purpose. Do not co	se <i>excl</i> ed, ent omplete	<i>lusively</i> for re ter here the e any of the	panization filing Form 9 beligious, charitable, etc total contributions that parts unless the Gene as of \$5,000 or more di	., purposes, but were received or ral Rule applies	these contribu luring the year	utions did not ag r for an exclusive	gregate to m ly religious, o	nore than \$1,000. charitable, etc.,	
but it mu	ust answer "No" on	Part IV	/, line 2 of it	by the General Rule an s Form 990, or check to f Schedule B (Form 990	ne box on line H	of its Form 99				

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

The Winthrop Foundation of Athens GA C/O Robert Winthrop II

Employer identification number

58-6420958

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Robert Winthrop II 633 Milledge Circle Athens, GA 30606	\$ 203,271.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroil Noncash (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

The Winthrop Foundation of Athens GA C/O Robert Winthrop II

58-6420958

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
1 30	065 shares Exxon Mobil Corporation		
		\$	10/20/10
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_ _			
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. rom Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

of Part III

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Continuation for 990-PF, Part IV Page 58-6420958

Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse, or common stock, 200 shs. MLC Co (mo, day, yr) (mo, day, yr) D - Donation 1a Aetna Inc 500 sh P 12/10/0901/19/10 b Bard C R Inc 400 sh P 12/03/0901/19/10 04/30/0701/21/10 c Exxon Mobil Corp 700 sh D d Western Union 2400 sh P 08/28/0901/29/10 e Equifax Inc 950 sh P Various 02/04/10 f Equifax Inc 800 sh 07/20/0902/04/10 P 02/12/0902/04/10 g Cisco Systems 1850 sh P h Ishares MSCI Emerging Mkt 1000 sh P 02/13/0902/12/10 Nabors Inds Inc 800 sh P 01/21/1003/09/10 Nabors Inds Inc 900 sh P Various 03/17/10 k General Mills 400 sh 03/12/0903/24/10 P Aetna Inc 500 sh P 12/10/0903/25/10 01/21/1003/25/10 m Halliburton Co 750 sh P n Fed Home Ln Bk 5.050% 5/7/15 10/31/0705/07/10 P 02/13/0905/14/10 Ishares MSCI Emerging Mkt 500 P (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price plus expense of sale (e) plus (f) minus (g) (or allowable) $\overline{339}$. 16,263. 15,924. a 23. 33,304. 33,327. b 47,625. 1,323. 46,302. C 44,814. 45,572. <758.> d 30,703. 30,076. <627.> е 21,161. 25,327. 4,166. f 42,999. 29,313. 13,686. 23,924.14,265. 38,189. h 20,839. <3,171.>17,668. 1 19,642. 22,336. <2,694.> 8,242. 20,764. 29,006. k 17,430.15,924. 1,506. 22,389. 24,990. <2,601.> m 100,000. 100,010. <10.> n 19,870. 11,962. 7,908. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), (k) Excess of col (i) (j) Adjusted basis (i) FMV as of 12/31/69 but not less than "-0-") as of 12/31/69 over col (j), if any $\overline{3}39.$ 23. b 46,302. C <758.> d <627.> 4,166. f 13,686. g 14,265. h <3**,**171.> <2,694.> 8,242. 1,506. <2,601.><10.> n 7,908. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 2 Capital gain net income or (net capital loss) 2 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

Continuation for 990-PF, Part IV 58-6420958 Page 2 of 2

Part IV Capital Gains and Los	ses for Tax on Investment Income				
	describe the kind(s) of property solick warehouse, or common stock, 2		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ta Fed Home Ln Bk	4.230% 6/10/13		P	05/28/08	06/10/10
b Automatic Data		sh	P	06/16/10	
c Brandywine Blue		sh	P		07/19/10
d Brandywine Blue			P	12/30/09	
e Schlumberger Li		-	P	01/08/10	
f Genuine Parts (P	07/16/09	
g Exxon Mobil Con			D	10/20/10	11/01/10
h Schlumberger Li		-	P	01/08/10	11/01/10
Target Corp 800			D	04/30/07	11/01/10
	ap 400 ETF Tr 37	5	P	03/21/07	11/01/10
k S & P 500 Depos	^		P	03/21/07	11/01/10
1					
m					
n			1		
0				1	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		n) Gain or (loss) plus (f) minus (g)	
a 100,000.		100,010.			<10.>
b 23,572.		26,449.			<2,877.>
c 29,149.		45,066.			<15,917.>
d 27.		29.			<2.>
e 52.		42.			10.
f 31,727.		24,079.			7,648.
71 402	· · · · · · · · · · · · · · · · · · ·	2,013.			69,479.
g /1,492. h 15,847.		10,099.			5,748.
42,587.		736.			41,851.
56,571.		57,265.			<694.>
40 410		47,952.			<7,536.>
<u>k</u> 40,416.		1.,7302.0		· • · · ·	7,000
m					
n	-				
0					
	g gain in column (h) and owned by	the foundation on 12/31/69	(I) Lo	sses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	Gains (excess	of col (h) gain ove not less than "-0-")	
a					<10.>
<u>b</u>					<2,877.>
C					<15,917.>
d	•				<2.>
e					10.
f					7,648.
g					69,479.
h					5,748.
 .					41,851.
i	· . - .				<694.>
k					<7,536.>
1					
m					
n					
0					
·					
2 Capital gain net income or (net ca	11 (1000), onto	, I	2		184,276.
3 Net short-term capital gain or (los if gain, also enter in Part I, line 8,	s) as defined in sections 1222(5) ar	nd (6)			
If (loss), enter "-0-" in Part I, line 8		f	3	N/A	
		- 1			

Form 99	0-PF G	ain or (Loss) f	rom Sale	of A	ssets	Sta	atement 1
Descrip	(a) tion of Property				lanner quired	Date Acquired	Date Sold
Aetna I	nc 500 sh		•	Pur	chased	12/10/09	01/19/10
	(b) Gross	(C) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	a Cair	(f) n or Loss
	Sales Price 16,263.	15,924.	Sale	0.		0.	339.
Descrip	(a) tion of Property				lanner quired	Date Acquired	Date Sold
Bard C	R Inc 400 sh	_		Pur	chased	12/03/09	01/19/10
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre		(f) n or Loss
	33,327.	33,304.		0.		0.	23.
Descrip	(a) otion of Property	,			Manner Equired	Date Acquired	Date Sold
Exxon M	Mobil Corp 700 sh	 L		Do	onated	04/30/07	01/21/10
	(b) Gross	(c) Value at	(d) Expense	of	(e)		(f)
	Sales Price	Time of Acq.	Sale		Depre	c. Gai	n or Loss
	47,625.	56,420.		0.		0.	<8,795.

(a) Description of Property				anner quired		te ired	Date Sold
Western Union 2400 sh	_		Pur	chased	08/2	8/09	01/29/10
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	c.	Gain	(f) or Loss
44,814.	45,572.		0.		0.		<758.>
(a) Description of Property				anner quired		ite iired	Date Sold
Equifax Inc 950 sh	_		Pur	chased	Vari	ous	02/04/10
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre		Gain	(f) or Loss
30,076.	30,703.		0.		0.		<627.>
(a) Description of Property				anner quired		ite iired	Date Sold
Equifax Inc 800 sh			Pur	chased	07/2	20/09	02/04/10
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre		Gain	(f) or Loss
25,327.	21,161.		0.		0.		4,166.
(a) Description of Property				lanner quired		ate iired	Date Sold
Cisco Systems 1850 sh			Pur	chased	02/1	2/09	02/04/10
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre		Gain	(f) or Loss
42,999.	29,313.		0.		0.		13,686.

Descrip	(a) Otion of Property	_			Manner Equired		ite ired	Date Sold
Ishares	MSCI Emerging M	kt 1000 sh		Pui	chased	02/1	3/09	02/12/10
	(b) Gross	(c) Cost or	(d) Expense	of	(e)			(f)
	Sales Price	Other Basis	Sale		Depre	c.	Gain	or Loss
	38,189.	23,924.		0.		0.		14,265.
Descrip	(a) Otion of Property				Manner Equired		ite ired	Date Sold
Nabors	Inds Inc 800 sh	_		Pu	chased	01/2	1/10	03/09/10
	(b) Gross Sales Price	(C) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	a	Cain	(f) or Loss
	17,668.	20,839.		0.		0.	- Gain	<3,171.>
Descrip	(a) Otion of Property	-		A	Manner Equired	Acqu	ite ired ——	
	Inds Inc 900 sh	_			chased	Vari		03/17/10
	(b)	(¢)	(d)		(e)			(f)
	Gross Sales Price	Cost or Other Basis	Expense Sale	of	Depre	c.	Gain	or Loss
	19,642.	22,336.		0.		0.		<2,694.>
Descrip	(a) otion of Property				Manner cquired		ite iired	Date Sold
General	Mills 400 sh	_		Pu	rchased	03/1	2/09	03/24/10
	(b) Gross	(c) Cost or	(d) Expense	of	(e)		ani-	(f)
	Sales Price	Other Basis	Sale		Depre			or Loss
	29,006.	20,764.		0.		0.		8,242.

(a) Description of Property				Manner Equired	Da Acqu	te ired	Date Sold
Aetna Inc 500 sh	_		Pui	chased	12/1	0/09	03/25/10
(b) Gross Sales Price	(C) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	C.	Gain	(f) or Loss
17,430.	15,924.		0.		0.		1,506.
(a) Description of Property				Manner cquired	Da Acqu	te ired	Date Sold
Halliburton Co 750 sh			Pu	chased	01/2	1/10	03/25/10
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	c.	Gain	(f) or Loss
22,389.	24,990.		0.		0.		<2,601.>
(a) Description of Property			A	Manner Equired		ired	
Fed Home Ln Bk 5.050% 5			Pu	rchased		1/07	05/07/10
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre		Gain	(f) or Loss
100,000.	100,010.		0.		0.		<10.>
(a) Description of Property	,		_	Manner cquired		te ired	Date Sold
Ishares MSCI Emerging M	ikt 500 sh		Pu	rchased	02/1	3/09	05/14/10
(b) Gross Sales Price	(C) Cost or Other Basis	(d) Expense Sale	of	(e) Depre		Gair	(f) or Loss
19,870.	11,962.		0.		0.		7,908.

Descrip	(a) tion of Property		Manner Acquired		Date Acquire	ed Date Sold	
Fed Hom	e Ln Bk 4.230% 6			Purchased		05/28/0	06/10/10
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	c Ga	(f) ain or Loss
					————		
	100,000.	100,010.		0.		0.	<10.>
Descrip	(a) tion of Property				anner quired	Date Acquire	ed Date Sold
Automat	ic Data Processi	ng 600 sh		Pur	chased	06/16/1	07/02/10
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	c. Ga	(f) ain or Loss
	23,572.	26,449.		0.		0.	<2,877.>
Descrip	(a) otion of Property				anner quired	Date Acquire	ed Date Sold
Brandyw	ine Blue Fund 46	41.524 sh		Pur	chased	Various	5 . 07/19/10
	(b) Gross	(c) Cost or	(d) Expense	٥f	(e)		(f)
	Sales Price	Other Basis	Sale	01	Depre	c. Ga	ain or Loss
	29,149.	45,066.		0.		0.	<15,917.>
Descrip	(a) otion of Property				lanner quired	Date Acquire	ed Date Sold
Brandyw	vine Blue Fund 13	13 sh		Pur	chased	12/30/0	07/19/10
	(b)	(c)	(d)	٥f	(e)		(f)
•	Gross Sales Price	Cost or Other Basis	Expense Sale	OI	Depre	c. Ga	ain or Loss
	27.	29.		0.	-	0.	<2.>

	a) of Property				Manner cquired	Da Acqu	te ired	Date Sold
Schlumberge	r LTD cash i	n lieu		Pu	rchased	01/0	8/10	08/27/10
Sa	(b) Gross les Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	c.	Gain	(f) or Loss
	52.	42.		0.		0.	•	10.
	a) of Property				Manner cquired		te ired	Date Sold
Genuine Par	ts Co 700 sh			Pu	rchased	07/1	6/09	10/14/10
Sa	(b) Gross les Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	c.	Gain	(f) or Loss
	31,727.	24,079.		0.		0.		7,648.
	a) of Property				Manner cquired		te ired	Date Sold
Exxon Mobil	Corp 1065 s	h		D	onated	10/2	0/10	11/01/10
Co	(b) Gross	(c) Value at	(d) Expense	of	(e)		Coin	(f)
Sa.	1es Price 71,492.	Time of Acq. 70,631.	Sale	0.	Depre	0.	Gain	or Loss 861.
	717472.	70,031.						
	a) of Property				Manner cquired		te ired	Date Sold
Schlumberge	r LTD 226 sh	_		Pu	rchased	01/0	8/10	11/01/10
Sa	(b) Gross les Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre		Gain	(f) or Loss
	15,847.	10,099.		0.		0.		5,748.

Descript	(a) ion of Property				anner quired	Da Acqu	te ired	Date Sc	old
Target Co	orp 800 sh	_		Do	nated	04/3	0/07	11/01/	10
	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense Sale	of	(e) Depre	c.	Gain	(f) or Loss	s
	42,587.	51,176.		0.		0.		<8,58	39.>
Descript	(a) ion of Property				anner quired	Da Acqu	te ired	Date Sc	old
SPDR S&P	Mid-Cap 400 ET	- F Tr 375		Pur	chased	03/2	1/07	11/01/	10
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	c.	Gain	(f) or Loss	5
_	56,571.	57,265.		0.		0.			 94.>
	(a) ion of Property Depositary Re (b)	_	(d)	Ac	anner equired chased	03/2	ired	Date Sc 11/01/	
	Gross Sales Price	Cost or Other Basis	Expense Sale	of	Depre		Gain	or Loss	5
_	40,416.	47,952.		0.		0.		<7,53	 36.>
Capital	Gains Dividends	from Part IV							0.
Total to	Form 990-PF, P	art I, line 6a						10,12	21.
Form 990	-PF Interest o	n Savings and T	Temporary	Cash	Invest	ments	Sta	itement	2
Source								Amount	
Schwab U	S Treas Money F	d						:	16.
Total to	Form 990-PF, P	art I, line 3,	Column A						16.

Form 990-PF	Dividends	and	Intere	st from	Securities	Statement 3
Source		_	Gross	Amount	Capital Gains Dividends	Column (A) Amount
Auto Data Processing				204.	0.	204.
Bemis Co Inc				1,173.	0.	1,173.
Diageo PLC New				1,773.	0.	1,773.
Du Pont E I de Nemour				410.	0.	410.
Exxon Mobil				880.	0.	880.
Fed Home LN BK 4.23%	2013			2,115.	0.	2,115.
Fed Home LN BK 5.05%	2015			2,525.	0.	2,525.
General Mills Inc				196.	0.	196.
Genuine Parts Co				2,201.	0.	2,201.
Halliburton				68.	0.	68.
Home Depot Inc				1,607.	0.	1,607.
Intl Business Machines	S			1,000.	0.	1,000.
Ishares IBOXX Investo	р			171.	0.	171.
IShares MSCI EMRG MKT				723.	0.	723.
Ishares TR Russell 200	00			245.	0.	245.
Ishares TR S&P US Pfd	Fund			262.	0.	262.
Ishares Trust				288.	0.	288.
Johnson & Johnson				844.	0.	844.
McDonalds Corp				1,368.	0.	1,368.
Microsoft				290.	0.	290.
PepsiAmericas 5.625%	2011			5,625.	0.	5,625.
Pepsico				1,581.	0.	1,581.
Praxair Inc 3.25% 2019	5			1,218.	0.	1,218.
Praxair Inc 3.25% 201				·		·
int paid				<819.	> 0.	<819.>
Redwood Trust Inc				497.	0.	497.
Schlumberger LTD				132.	0.	132.
Senior Housing PPTYS	TR			2,279.	0.	2,279.
Smith International				216.	0.	216.
SPDR KBW Regional Ban	king			546.	0.	546.
SPDR S&P 500 ETF TR	3			2,951.	0.	2,951.
SPDR S&P Midcap 400 E	TF			2,197.	0.	2,197.
Staples Inc 7.375% 20				3,688.	0.	3,688.
Target				1,176.		1,176.
US Treas Note 2.125%	2015			531.	0.	531.
US Treas Note 2.125%						
accrued int. paid				<29.	> 0.	<29.
US Treas Note 4.25% 2	013			4,250.	0.	4,250.
US Treas Note 4.5% 20				1,125.	0.	1,125.
US Treas Note 4.75% 2				4,750.	0.	4,750.
Vanguard REIT	-			1,891.	0.	1,891.
Total to Fm 990-PF, P	art I, ln	4		52,148.	0.	52,148.

Form 990-PF	Other I	ncome		Statement 4
Description		(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Nondividend return of capital Federal tax refund		1,415. 458.	0. 458.	1,415.
Total to Form 990-PF, Part I,	line 11	1,873.	458.	1,415.
Form 990-PF	Accounti	ng Fees	٤	Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Collins/Moody & Co	2,370.	2,370	. 0.	0.
To Form 990-PF, Pg 1, ln 16b	2,370.	2,370	0.	0.
Form 990-PF C	Other Profes	sional Fees		Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Charles Schwab/Montag & Assoc	11,324.	11,324	. 0.	. 0.
To Form 990-PF, Pg 1, ln 16c	11,324.	11,324	0	0.
Form 990-PF	Tax	es		Statement 7
			4 - >	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income		(d) Charitable Purposes
Description Foreign income tax	Expenses	Net Invest- ment Income	Adjusted Net Income	Charitable Purposes

Form 990-PF U.S. and State/C	ity Gov	ernment	Obligations	Statement	
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	=
25000 Units US Treasury Note 4.5% 11/30/2011	X		25,012.	25,94	11
100000 Units US Treasury Note 4.75% 3/31/2011 100000 Units US Treasury Note 4.25%			99,775.	101,06	53
8/15/2013 D Units Federal Home Loan Bank	x		96,103.	108,85	59
5.05% 5/7/15 O Units Federal Home Loan Bank	х		0.		0
4.23% 6/10/13 50000 Units US Treasury Note 2.125%	x		0.		0
5/31/15			50,227.	50,75	
Total U.S. Government Obligations	- Oh 1 d		271,117.	286,62	<u> </u>
<pre>Fotal State and Municipal Governmen</pre> <pre>Total to Form 990-PF, Part II, line</pre>	_	ations .	271,117.	286,62	 2 1
·		:			_ -
Form 990-PF Cor	porate	Stock		Statement	
Description			Book Value	Fair Market Value	t
0 SHS Exxon Mobil 200 SHS Target Corporation 850 SHS Pepsico Inc 400 SHS Johnson & Johnson 0 SHS Equifax Inc 0 SHS Bard CR Inc 0 SHS Cisco Systems 0 SHS Western Union Company 400 SHS Intl Business Machines 1700 SHS Home Depot 0 Aetna Inc New 650 SHS Genuine Parts Co 750 SHS Diageo PLC New ADR 0 SHS General Mills 2000 SHS Exxon Mobil 1700 SHS Bemis Co			0. 12,794. 47,507. 24,624. 0. 0. 0. 47,402. 47,432. 0. 22,359. 47,692. 0. 132,640. 50,450.	12,02 55,53 24,74 58,70 59,60 33,37 55,74	31 40 0 0 0 0 0 47 47 40
1700 SHS Bemis CO 1000 SHS Du Pont E I de Nemour & Co 800 SHS Ingersoll Rand Cl A New 800 SHS McDonalds Corp)		42,766. 31,083. 52,271.	49,88 37,67 61,40	80 72

The Winthrop Foundation of Athens (GA C/O		58-6420958
1000 SHS Omnicom Group Inc 400 SHS Schlumberger Ltd 800 SHS Target Corp		41,822. 17,875. 45,123.	45,800. 33,400. 48,104.
Total to Form 990-PF, Part II, line	10b	688,084.	805,657.
Form 990-PF Corpo	orate Bonds		Statement 10
Description		Book Value	Fair Market Value
50000 Units Staples 6.375% 10/1/12 10000 Units PepsiAmericas 5.625% 5/33 75000 Units Praxair Inc 3.25% 9/15/15	1/11 5	49,515. 103,602. 77,994.	54,757. 102,122. 77,578.
Total to Form 990-PF, Part II, line	10c	231,111.	234,457.
Form 990-PF Other	Investments		Statement 11
Description	Valuation Method	Book Value	Fair Market Value
1200 SHS SPDR S&P MidCap 400 ETF 1060 SHS SPDR S&P 500 ETF Tr Exp	FMV FMV	137,994.	197,616.
1/22/18 0 SHS Brandywine Blue Fund 450 SPDR Gold Trust 1200 SHS IShares MSCI Emrq Mkt	FMV FMV FMV	147,122. 0. 41,392. 39,669.	133,295. 0. 62,424. 57,170.
2300 SHS Senior Housing PPRYs Tr REIT 400 SHS IShares IBOXX Investop Corp	FMV FMV	44,536.	50,462.
Bond Fd 1200 SHS IShares S&P US PFD Fd 1000 SHS IShares TR Russell 2000	FMV FMV	43,669. 46,849.	43,376. 46,560.
Growth Idx 500 SHS IShares Trust IBOXX High Yld Corp Bond Fd	FMV	85,012. 44,601.	87,420. 45,145.
1600 SHS Redwood Trust Inc REIT 1500 SHS SPDR KBW Regional Bking 1000 SHS Vanguard REIT	FMV FMV FMV	24,452. 37,668. 47,667.	23,888. 39,675. 55,370.

Form 990-PF	Other Assets		State	ement 12	
. Description	Beginning of End of Year Yr Book Value Book Value			Fair Market Value	
Dividends receivable	1,620.	2,4	07.	2,407.	
To Form 990-PF, Part II, line 15	1,620.	2,4	07.	2,407.	
	and Contribution During the Year	ıs	State	ement 13	
Recipient Name and Address	Recipient Rela and Purpose o		ecipient Status	Amount	
Adirondak Museum	N/A Contribution for general support	or Ch	blic arity	100.	
Arch Foundation	N/A Contribution fo general support	or Ch	blic arity	5,950.	
Athens Academy	N/A Contribution fo general support	or Ch	blic arity	2,000.	
Athens Clarke Heritage Foundation	N/A Contribution for general support	or Ch	blic arity	100.	
Athens Land Trust	N/A Contribution for general support	or Ch	blic arity	850.	
Athens Regional Medical Center	N/A Contribution for general support	or Ch	ublic narity	1,000.	

. The Winthrop Foundation of Ath	nens GA C/O		58-6420958
Beaverdam Volunteer Fire Department	N/A Contribution for general support	Public Charity	250.
Boys and Girls Club of Athens	N/A Contribution for general support	Public Charity	250.
Brantwood Camp	N/A For scholarship at boys' camp	Public Charity	300.
Broad River Watershed Association	N/A Contribution for general support	Public Charity	100.
Clarke County Mentor Program	N/A Contribution for general support	Public Charity	100.
Clute Barrow Nelson Life Foundation	N/A To benefit child cancer patients	Public Charity	100.
Colby College	N/A Contribution for general support	Public Charity	50,000.
Colby College Museum of Art	N/A Contribution for general support	Public Charity	250.
Delta Waterfowl Federation	N/A Contribution for general support	Public Charity	500.
Emmanuel Episcopal Church	N/A Contribution for general support	Public Charity	11,750.

The Winthrop Foundation of Athens GA C/O			58-6420958	
Emmanuel Episcopal Church - Relief and Development Fund (Haiti)	N/A Contribution for general support	Public Charity	1,000.	
Food Bank of NE Georgia	N/A Purchase food for the needy	Public Charity	5,800.	
Friends of Oconee Hill Cemetery	N/A For upkeep of cemetery	Public Charity	100.	
Georgia Public Broadcasting	N/A Contribution for general support	Public Charity	200.	
Girl Scouts of Historic Georgia	N/A Contribution for general support	Public Charity	100.	
Interfaith Hospitality Network	N/A Contribution for general support	Public Charity	200.	
Iowa Wesleyan College	N/A Contribution for general support	Public Charity	500.	
Longleaf Alliance, Inc.	N/A Contribution for general support	Public Charity	1,000.	
Marion Institute - Cambodian Living Arts Foundation	N/A Contribution for general support	Public Charity	1,000.	
Menlo College	N/A Contribution for general support	Public Charity	300.	

The Winthrop Foundation of Athe	ens GA C/O		58-6420958
Mercy Health Center	N/A Contribution for general support	Public Charity	1,000.
Monticello Methodist Church	N/A Contribution for general support	Public Charity	200.
Oconee River Land Trust	N/A Contribution for general support	Public Charity	1,000.
Quebec Labrador Foundation	N/A To benefit poor people who live in this province	Public Charity	200.
Salvation Army	N/A Contribution for general support	Public Charity	500.
Save the Children	N/A Contribution for general support	Public Charity	100.
Southeast Georgia Health System	N/A Contribution for general support	Public Charity	100.
St. Mark's School	N/A Contribution for general support	Public Charity	100.
Stanford Fund	N/A Contribution for general support	Public Charity	100.
Winterville Baptist Church	N/A Contribution for general support	Public Charity	100.
Total to Form 990-PF, Part XV, li	ine 3a		87,200.