Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

G Check all that apply. [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Name of foundation
THE FRANCES AND BEVERLY DUBOSE FOUNDATION, INC.

A Employer identification number
58-1901090

Number and street (or P O box number if mail is not delivered to street address): 4200 NORTHPARKWAY SQ., N.W. BLDG 14
Room/suite: 100

B Telephone number
404-261-9529

City or town, state, and ZIP code
ATLANTA, GA 30327

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: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 14,731,055.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,193.	5,738.		Statement 1
	4 Dividends and interest from securities	205,766.	205,766.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<62,048.>			
	b Gross sales price for all assets on line 6a 1,388,519.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	171,031.	171,031.		Statement 3
	12 **Total.** Add lines 1 through 11	320,942.	382,535.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	2,800.	0.		0.
	b Accounting fees Stmt 5	10,400.	6,000.		0.
	c Other professional fees				
	17 Interest	72.	72.		0.
	18 Taxes Stmt 6	52,817.	6,548.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 7	62,342.	62,085.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	128,431.	74,705.		0.
	25 Contributions, gifts, grants paid	646,000.			646,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	774,431.	74,705.		646,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<453,489.>			
	b **Net investment income** (if negative, enter -0-)		307,830.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	13,211,232.	239,300.	239,300.
	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 ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S. and state government obligations			
	b Investments - corporate stock Stmt 8	0.	5,564,843.	5,696,413.
	c Investments - corporate bonds Stmt 9	0.	2,900,030.	2,930,876.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	1,595,287.	5,648,857.	5,864,466.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	14,806,519.	14,353,030.	14,731,055.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	14,806,519.	14,353,030.	
	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**	14,806,519.	14,353,030.	
	31 **Total liabilities and net assets/fund balances**	14,806,519.	14,353,030.	

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	14,806,519.
2	Enter amount from Part I, line 27a	2	<453,489.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14,353,030.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,353,030.

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 Statements			
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	1,388,519.		1,450,567.	<62,048.>

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				<62,048.>

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** <62,048.>

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	661,050.	13,896,359.	.047570
2008	826,584.	12,915,306.	.064000
2007	947,316.	17,739,508.	.053401
2006	842,665.	19,417,947.	.043396
2005	763,414.	17,103,738.	.044634

2	**Total** of line 1, column (d)	2	.253001
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	.050600
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	14,022,821.
5	Multiply line 4 by line 3	5	709,555.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,078.
7	Add lines 5 and 6	7	712,633.
8	Enter qualifying distributions from Part XII, line 4	8	646,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	6,157.
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	6,157.
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	6,157.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	13,500.		
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	13,500.
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	7,343.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		7,343. **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)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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? N/A	4b		
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			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ MR. BEVERLY M. DUBOSE, III Telephone no ▶404-231-1776

Located at ▶4200 NORTHSIDE PKWY. N.W. BLDG. 14, SUITE 100, AT ZIP+4 ▶30327

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

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

			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):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

		Yes	No
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 11		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
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	6,749,990.
b	Average of monthly cash balances	1b	7,486,377.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,236,367.
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	14,236,367.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	213,546.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,022,821.
6	**Minimum investment return** Enter 5% of line 5	6	701,141.

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	701,141.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 6,157.		
b	Income tax for 2010 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	6,157.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	694,984.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	694,984.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	694,984.

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	646,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	646,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	646,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				694,984.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			599,696.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 646,000.				
a Applied to 2009, but not more than line 2a			599,696.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				46,304.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 2009 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				648,680.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

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

None

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

Check here ▶ ☒ 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 12				
Total			▶ 3a	646,000.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,193.	
4 Dividends and interest from securities	523000		14	205,766.	
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			03	171,031.	
8 Gain or (loss) from sales of assets other than inventory	523000		18	<62,048.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		320,942.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 320,942.

(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).
	MONEY IS USED TO PROVIDE DONATIONS TO OTHER CHARITABLE INSTITUTIONS

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: [signature] Date: 10/27/11 Title: TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
NANCY STALCUP	Nancy Stalcup	10-27-11		

Firm's name ▶ NANCY STALCUP, CPA — Firm's EIN ▶

Firm's address ▶ 4200 NORTHSIDE PKWY, N.W. ATLANTA, GA 30327 — Phone no 404-261-9529

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	124407.583 VANGUARD HIGH YIELD CORP BD FD	P	03/04/09	01/27/11
b	150 SH HDFC BK LTD	P	02/01/11	02/09/11
c	110 SH COGNIZANT TECH SOLUTIONS	P	02/01/11	02/17/11
d	25 SH PRICELINE.CIM INC	P	02/01/11	03/01/11
e	60 SH F5 NETWORKS INC.	P	02/01/11	03/02/11
f	490 SH VANCEINFO TECHNOLOGIES	P	02/01/11	03/07/11
g	115 SH COGNIZANT TECH SOLUTIONS	P	02/01/11	03/10/11
h	115 SH GREEN MOUNTAIN COFFEE ROASTERS	P	02/01/11	03/10/11
i	120 SH GREEN MOUNTAIN COFFEE	P	02/01/11	03/11/11
j	230 SH NETAPP INC	P	02/01/11	03/17/11
k	40 SH AMAZON COM	P	02/01/11	03/18/11
l	270 SH SILICON LABORATORIES	P	02/01/11	04/04/11
m	65 SH BAIDU COM INC	P	02/01/11	04/07/11
n	320 SH ROVI CORP	P	02/01/11	04/12/11
o	20 SH GOOGLE INC	P	02/01/11	04/18/11

	(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	719,061.		525,000.	194,061.
b	21,063.		22,001.	<938.>
c	8,443.		8,258.	185.
d	11,051.		10,990.	61.
e	6,858.		6,630.	228.
f	14,843.		17,157.	<2,314.>
g	8,803.		8,633.	170.
h	6,872.		3,883.	2,989.
i	7,016.		4,052.	2,964.
j	10,804.		12,991.	<2,187.>
k	6,457.		6,891.	<434.>
l	11,255.		12,125.	<870.>
m	8,922.		7,710.	1,212.
n	15,991.		19,945.	<3,954.>
o	10,427.		12,222.	<1,795.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				194,061.
b				<938.>
c				185.
d				61.
e				228.
f				<2,314.>
g				170.
h				2,989.
i				2,964.
j				<2,187.>
k				<434.>
l				<870.>
m				1,212.
n				<3,954.>
o				<1,795.>

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	
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	

023591
05-01-10

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	30 SH GOOGLE INC	P	02/01/11	04/20/11
b	25 SH CHIPOTLE MEXICAN GRILL INC	P	02/01/11	04/27/11
c	.75 SH HEICO CORP	P	02/01/11	04/29/11
d	135 SH FMC TECHNOLOGIES INC	P	02/01/11	05/12/11
e	155 SH FREEPORT-MCMORAN COPPER & GOLD	P	02/01/11	05/12/11
f	160 SH SXC HEALTH SOLUTIONS	P	02/01/11	05/12/11
g	100 PRICE T ROWE GROUP	P	02/01/11	05/20/11
h	100 SH COGNIZANT TECH SOLUTIONS	P	02/01/11	05/23/11
i	80 SH MERCADOLIBRE INC	P	02/01/11	06/07/11
j	95 SH SINA CORPORATION	P	02/01/11	06/08/11
k	735 SH OASIS PETE INC	P	02/01/11	06/14/11
l	115 SH BAIDU INC	P	02/01/11	06/16/11
m	40 SH APPLE INC	P	02/01/11	06/17/11
n	ADDITIONAL COST ON PARTNERSHIPS ON 05-24-10 SALE	P		
o	SHORTTERM GAIN FROM PTRSHIPS	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	15,714.		18,333.	<2,619.>
b	6,631.		5,513.	1,118.
c	36.		33.	3.
d	5,638.		6,370.	<732.>
e	7,630.		8,814.	<1,184.>
f	9,577.		7,819.	1,758.
g	6,290.		6,745.	<455.>
h	7,167.		7,507.	<340.>
i	6,577.		5,560.	1,017.
j	9,835.		8,217.	1,618.
k	19,798.		23,682.	<3,884.>
l	13,354.		13,640.	<286.>
m	12,898.		13,804.	<906.>
n			646,042.	<646,042.>
o	228,233.			228,233.

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) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<2,619.>
b				1,118.
c				3.
d				<732.>
e				<1,184.>
f				1,758.
g				<455.>
h				<340.>
i				1,017.
j				1,618.
k				<3,884.>
l				<286.>
m				<906.>
n				<646,042.>
o				228,233.

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	
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	

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05-01-10

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	LONG TERM GAIN FROM PARTNERSHIPS	P		
b	SHORTTERM GAIN FROM PTRSHIPS-SEC 1256	P		
c	LONGTERM GAIN FROM PTRSHIPS-SEC 1256	P		
d				
e				
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	148,251.			148,251.
b	9,210.			9,210.
c	13,814.			13,814.
d				
e				
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				148,251.
b				9,210.
c				13,814.
d				
e				
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	<62,048.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-10

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
FROM VARIOUS PARTNERSHIPS	5,738.
NON TAXABLE INT-PTRSHIPS	455.
Total to Form 990-PF, Part I, line 3, Column A	6,193.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS FROM VARIOUS PTRSHIPS	123,435.	0.	123,435.
EDGE CAPITAL	50,531.	0.	50,531.
WILMINGTON TRUST	1.	0.	1.
WILMINGTON TRUST	2.	0.	2.
WILMINGTON TRUST	31,797.	0.	31,797.
Total to Fm 990-PF, Part I, ln 4	205,766.	0.	205,766.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
FROM VARIOUS PARTNERSHIPS	171,031.	171,031.	
Total to Form 990-PF, Part I, line 11	171,031.	171,031.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL	2,800.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	2,800.	0.		0.

Form 990-PF Accounting Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	10,400.	6,000.		0.
To Form 990-PF, Pg 1, ln 16b	10,400.	6,000.		0.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX	6,548.	6,548.		0.
FEDERAL TAX ON INVESTMENT INCOME	46,269.	0.		0.
To Form 990-PF, Pg 1, ln 18	52,817.	6,548.		0.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEES	28,834.	28,734.		0.
PORTFOLIO DEDUCTIONS-PARTNERSHIPS	30,891.	30,891.		0.
OTHER EXPENSES-PARTNERSHIPS	2,460.	2,460.		0.
INTEREST AND PENALTY	157.	0.		0.
To Form 990-PF, Pg 1, ln 23	62,342.	62,085.		0.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
165 SHARES SINA CORPORATION	18,198.	17,176.
560 SH ACCRETIVE HEALTH INC	13,234.	16,122.
265 SH AMAZON.COM	45,653.	54,190.
190 SH APPLE INC	65,570.	63,777.
345 SH BAIDU INC	40,920.	48,345.
1045 BE AEROSPACE INC	40,542.	42,646.
225 SH CARBO CERAMICS INC	26,204.	36,664.
200 SH CHIPOTLE MEXICAN GRILL	44,105.	61,638.
260 SH COGNIZANT TECH SOLUTIONS	19,519.	19,068.
535 SH CONTINENTAL RES INC	34,691.	34,727.
90 SH PRECISION CASTPARTS CORP	12,966.	14,819.
610 SHARES PRICE T ROWE GROUP INC	41,144.	36,807.
95 SH PRICELINE.COM INC	41,760.	48,633.
390 SH QUALITY SYSTEMS INC	31,348.	34,047.
530 SH ROCKWELL AUTOMATION INC	44,088.	45,983.
405 SH ROCKWOOD HLDGS INC	18,966.	22,392.
485 SH ROVI CORP	30,229.	27,820.
840 SH SXC HEALTH SOLUTIONS CORP	41,051.	49,493.
255 SH SALESFORCE.COM INC	33,752.	37,990.
600 SH SOTHEBYS	26,377.	26,100.
315 SH SOUTHEASTERN ENERGY CO	12,903.	13,507.
525 SH STERICYCLE INC	41,902.	46,788.
245 SH TRANSDIGM GROUP INC	20,073.	22,342.
415 SH ULTA SALON COSMETICS & FRAGRANCE	19,680.	26,801.
430 SH VMWARE INC	37,310.	43,099.
285 SH EDWARDS LIFESCIENCES CORP	24,941.	24,846.
495 SH FMC TECHNOLOGIES	23,357.	22,171.
395 SH FASTENAL CO	12,972.	14,216.
160 SH F5 NETWORKS INC	17,681.	17,640.
715 SH FREEPORT MCMORAN COPPER & GOLD	40,090.	37,824.
925 SH GREEN MTN COFFEE ROASTERS	31,233.	82,566.
443 SH HEICO CORP NEW	19,513.	24,250.
245 IPG PHOTONICS CORP	15,047.	17,814.
675 SH INFORMATICA CORP	37,841.	39,440.
90 SH INTUITIVE SURGICAL INC	30,148.	33,490.
355 SH JONES LANG LASALLE INC	32,547.	33,477.
685 SH LAS VEGAS SANDS CORP	33,298.	28,914.
125 SH MWI VETERINARY SPLY INC	10,354.	10,096.
365 SH MERCADOLIBRE INC	26,366.	28,959.
565 SH MOSIAC CO	47,224.	38,267.
305 SH NETAPP INC	17,227.	16,098.
65 SH NETFLIX INC	13,122.	17,075.
360 SH OPENTABLE INC	29,697.	29,923.
GIOVINE INVESTMENT PTRS INC	1,500,000.	1,532,417.
43706.294 SH MATTHEWS PACIFIC TIGER FD	1,000,000.	1,056,381.
CLOUGH OFFSHORE FUND LTD	1,500,000.	1,386,041.
MSQUARE BRAZIL VALLUE	300,000.	313,534.
Total to Form 990-PF, Part II, line 10b	5,564,843.	5,696,413.

Form 990-PF	Corporate Bonds	Statement 9

Description	Book Value	Fair Market Value
140997.831 DELAWARE DIVERSIFIED INCOME	1,300,015.	1,312,690.
10857.763 DELAWARE DIVERSIFIED INCOME	100,015.	101,086.
RIVA RIDGE CAP PTRS, LTS	1,500,000.	1,517,100.
Total to Form 990-PF, Part II, line 10c	2,900,030.	2,930,876.

Form 990-PF	Other Investments	Statement 10

Description	Valuation Method	Book Value	Fair Market Value
PORTICUS FUND, L.P.	COST	1,084,441.	1,309,607.
VANGUARD HIGH YIELD CORP ADM	COST	0.	0.
12500 SH SPDR S&P 500 ETF TR	COST	1,610,795.	1,649,625.
1200 SPDR S&P 500 ETF TR	COST	154,019.	158,364.
56430 SH TECHNOLOGY SELECT INDEX SPDR	COST	1,499,602.	1,450,251.
VAN ECK HARD ASSETS 2X FUND LTD	COST	1,300,000.	1,296,619.
Total to Form 990-PF, Part II, line 13		5,648,857.	5,864,466.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
FRANCES W. DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	CHAIRMAN, TRUSTEE 0.00	0.	0.	0.
BEVERLY M. DUBOSE, III 4200 NORTHSIDE PARKWAY, N.W. BUILDING 14,STE 100 ATLANTA, GA 30327	TREASURER, TRUSTEE 0.00	0.	0.	0.
DEAN DUBOSE SMITH 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	SECRETARY, TRUSTEE 0.00	0.	0.	0.
H. BRONSON SMITH 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE 0.00	0.	0.	0.
EILEEN ERICKSON DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE 0.00	0.	0.	0.
THOMAS EDWARD LEWIS 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE 0.00	0.	0.	0.
ELIZABETH EGLESTON DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF | Grants and Contributions Paid During the Year | Statement 12

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
AMERICAN ASSOCIATION FOR STATE AND LOCAL HISTORY 1717 CHURCH STREET NASHVILLE, TN 37203	COMMEMORATION OF 150TH ANNIVERSARY OF CIVIL WAR	501(C)	
AMERICAN CIVIL WAR CENTER 490 TREDEGAR STREET RICHMOND, VA 23219	OPERATING COST	501(C)	10,000.
ANDREW LOW HOUSE 329 ABERCORN STREET SAVANNAH, GA 31401	CONSERVATION PROJECT	501(C)	
ATLANTA BALLET 1400 WEST PEACHTREE ST.NW ATLANTA, GA 30309	OPERATING COST	501(C)	
ATLANTA BOTANICAL GARDENS 1345 PIEDMONT AVENUE, N.E. ATLANTA, GA 30309	OPERATING COST	501(C)	
ATLANTA HISTORICAL SOCIETY 130 WEST PACES FERRY RD. ATLANTA, GA 30305	ACQUIRE SWORD	501(C)	
ATLANTA HISTORY CENTER 130 WEST PACES FERRY RD. ATLANTA, GA 30305	OPERATING COST	501(C)	10,000.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY RD. ATLANTA, GA 30305	CAPITAL IMPROVEMENT	501(C)	150,000.

ATLANTA INTERNATIONAL SCHOOL 2890 NORTH FULTON DRIVE ATLANTA, GA 30305	CAPITAL CAMPAIGN-UNDESIGNATED FUNDS	501(C)	
ATLANTA PRESERVATION CENTER 327 ST. PAUL AVE ATLANTA, GA 30312	PRESERVATION OF ATLANTA'S SIGINIFICANT ARCH AND HIST	501(C)	
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PKWY, NW ATLANTA, GA 30327	CAPITAL CAMPAIGN	501(C)	
CENTER FOR PUPPETRY ARTS 1404 SPRING STREET, NW ATLANTA, GA 30309	CAPITAL CAMPAIGN	501(C)	40,000.
CHATTAHOCHEE NATURE CONSERVANCY 9135 WILLEO ROAD ROSWELL, GA 30075	CAPITAL CAMPAIGN	501(C)	
CHATTAHOOCHEE RIVERKEEPER 916 JOSEPH LOWERY BLVD. ATLANTA, GA 30318	RIVER CLEAN UP AND PRESERVATION	501(C)	
CHEROKEE GARDEN LIABRARY 130 WEST PACES FERRY RD. ATLANTA, GA 30305			
CIVIL WAR PRESERVATION TRUST 1331 H STREET, N.W. WASHINGTON, DC 20005	PRESERVATION OF 83 ACRES OF THE BATTLE OF CHANCELLOR	501(C)	65,000.
COMMON GOOD 1330 AVENUE OF THE AMERICAS NEW YORK, NY 10019	DEVELOP SYSTEM OF MEDICAL JUSTICE		10,000.
CULVER ACADEMY 1300 ACADEMY ROAD #153 CULVER, IN 46511	SUMMER SCHOOL SCHOLARSHIPS	501(C)	

DARROW SCHOOL 110 DARROW RD. NEW LEBANON, NY 12125	OPERATING FUNDS	501(C)	
FERNBANK MUSEUM OF NATURAL HISTORY 767·CLIFTON ROAD, NE ATLANTA, GA 30307	FUNDING FOR NEW CHIILDREN'S EXHIBIT	501(C)	
FORWARD ARTS FOUNDATION 3130 SLATON DRIVE NW ATLANTA, GA 30305	SUPPORT OF VISUAL ARTS	501(C)	
GEORGIA HISTORICAL SOCIETY 1516 PEACHTREE ST. N.E. ATLANTA, GA 30309	HISTORIC PRESERVATION	501(C)	15,000.
GEORGIA TRUST FOR HISTORIC PRESERVATION 1516 PEACHTREE ST., N.W. ATLANTA, GA 30309	RENOVATION OF HAY HOUSE	501(C)	10,000.
GETTYSBURG FOUNDATION 1195 BALTIMORE PIKE GETTYSBERG, PA 17325	PURCHASE OF SPANGLER FARMS	501(C)	50,000.
GETTYSBURG FOUNDATION 1195 BALTIMORE PIKE GETTYSBERG, PA 17325	HISTORIC PRESERVATION		
HIGH MUSEUM OF ART 1280 PEACHTREE STREET, N.E. ATLANTA, GA 30309	OPERATING COST	501(C)	20,000.
HISTORIC OAKLAND CEMETARY 248 OAKLAND AVENUE SE ATLANTA, GA 30312	CEMETARY PRESERVATION		
HISTORIC SAVANNAH FOUNDATION 324 EAST STATE STREET SAVANNAH, GA 31401	HISTORIC PRESERVATION	501(C)	

HISTORIC WESTVILLE P.O. BOX 1850 MARTIN LUTHER KING DRIVE LUMPKIN, GA 31815	TO CONDUCT STUDY REGARDING RELOCATION	501(C)(3)	20,000.
HOLLINS UNIVERSITY NO STREET ADDRESS ROANOKE, VA 240201629	EDUCATION-OPERATIONS	501(C)	1,000.
IT'S A JOURNEY, INC 180 ALLEN RD. SUITE 201 SOUTH ATLANTA, GA 30328	BREAST CANCER WALKATHON	501(C)	
JUNIOR LEAGUE OF SAVANNAH 3025 BULL STREET SAVANNAH, GA 31401			
LIVEOAK PUBLIC LIABARIES FOUNDATION 2002 BULL STREET SAVANNAH, GA 31401			
MARCH OF DIMES 1776 PEACHTREE ST. SUITE 100 ATLANTA, GA 30309	RESEARCH-BIRTH DEFECTS	501(C)	
MCCALLIE SCHOOL 500 DODDS AVENUE CHATTANOOGA, TN 37404	SUSTAINING FUND	501(C)	
MT. VERNON LADIES ASSOCIATION P.O.BOX 110 MOUNT VERNON, VA 22121	ENDOWMENT-GEORGE WASHINGTON TEACHERS INSTITUTE	501(C)	25,000.
MUSEUM OF CONTEMPORY ART 75 BENNETT STREET ATLANTA, GA 30309	OPERATING FUNDS	501(C)	
NOTRE DAME HIGH SCHOOL 2701 VERMONT AVE. CHATTANOOGA, TN 37404	EDUCATION-OPERATIONS	501(C)	

ODYSSEY 1424 WEST PACES FERRY RD. NW ATLANTA, GA 30327	SUMMER CAMPS FOR LOW INCOME STUDENTS	501(C)	
OGLETHORPE UNIVERSITY 4484 PEACHTREE RD., N.E. ATLANTA, GA 30319	OPERATING COST OF SCHOOL	501(C)	
OSSABAW ISLAND FOUNDATION 305 FAHM STREET SAVANNAH, GA 31401	OPERATING COST	501(C)	45,000.
PACE ACADEMY 966 WEST PACES FERRY ROAD, N.W. ATLANTA, GA 30327	CAPITAL CAMPAIGN	501(C)	
PIEDMONT HOSPITAL 1968 PEACHTREE ROAD, N.W. ATLANTA, GA 30309	MARK SILVERMAN CHAIR IN CARDIOLOGY	501(C)	
SAVANNAH COLLEGE OF ART AND DESIGN NO STREET ADDRESS SAVANNAH, GA 31402	OPERATING FUNDS	501(C)	
SAVANNAH COUNTRY DAY SCHOOL 824 STILLWOOD DRIVE SAVANNAH, GA 31419	CONSTRUCTION OF LOWER SCHOOL BUILDING	501(C)(3)	50,000.
SAVANNAH COUNTRY DAY SCHOOL 824 STILLWOOD DRIVE SAVANNAH, GA 31419	ANNUAL OPERATING BUDGET	501(C)	
SAVANNAH MUSIC FESTIVAL 204 WEST ST. JULIAN STREET, 2ND FLOOR SAVANNAH, GA 31401	MUSIC FESTIVAL SUPPORT	501(C)	
SHEPARD CENTER FOUNDATION 2020 PEACHTREE ROAD NW ATLANTA, GA 30305	OPERATING FUNDS	501(C)	

SOUTHEASTERN HORTICULTURAL SOCIETY 1705 COMMERCE DRIVE NW SUITE 400 ATLANTA, GA 30318	HORTICULTURAL AND ENVIRIONMENTAL INTEREST	501(C)	
SOUTHERN ENVIRONMENTAL LAW CENTER 201 WEST MAIN ST. SUITE 14 CHARLOTTESVILLE, VA 22902	LEGAL ENVIRONMENTAL ISSUES		
SOUTHERN K RANCH, INC 3203 DEMOONEY ROAD COLLEGE PARK, GA 30349		501(C)	
ST. PHILLIPS CATHEDRAL 2744 PEACHTREE RD. NW ATLANTA, GA 30305	OPERATING COST	501(C)	
TELFAIR MUSEUM OF ART 207 WEST YORK STREET SAVANNAH, GA 31401	OPERATIONS	501(C)	
THE AMERICAN CIVIL WAR CENTER 490 TREDEGAR STREET RICHMOND, VA 23219	ANNUAL OPERATING BUDGET	501(C)	
THE BRIDGE 1559 JOHNSON RD NW ATLANTA, GA 30318	SCHOOL OPERATING FUNDS	501(C)	10,000.
THE COLONIAL WILLIAMSBURG FOUNDATION NO STREET ADDRESS WILLIAMSBURG, VA 23187	HISTORIC PRESERVATION	501(C)	
THE SOCIETY OF THE CINCINNATI 2118 MASSACHUSETTS AVE, N.W. WASHINGTON, DC 20008	OPERATING FUNDS	501(C)(3)	5,000.
THE STUDY HALL AT EMMAUS HOUSE, INC. 1010 CREW STREET ATLANTA, GA 30315		501(C)	

THE WESTMINISTER SCHOOLS 1424 WEST PACES FERRY RD. NW ATLANTA, GA 30327	TEACHING FOR TOMORROW CANPAIGN	501(C)	25,000.
TREDEGAR NATIONAL CIVIL EAR CENTER 490 TREDEGAR STREET RICHMOND, VA 23219	HISTORIC PRESERVATION	501(C)	
TREES ATLANTA 225 CHESTER AVE. ATLANTA, GA 30316	CAPITAL CAMPAIGN	501(C)	
TRUST FOR PUBLIC LANDS 600 WEST PEACHTREE ST. NW ATLANTA, GA 30308	PURCHASE OF 26 ACRE NATURE PRESERVE	501(C)	
TUBMAN AFRICAN AMERICAN MUSEUM 340 WALNUT STREET MACON, GA 30201	CAPITAL CAMPAIGN	501(C)	
UNIVERSITY OF ALABAMA-BIRMINGHAM AB 1264 1530 3RD AVE S BIRMINGHAM, AL 352940012	DISEASE RESEARCH FUND	501(C)	70,000.
UNIVERSITY OF GEORGIA-THE ARCH FOUNDATION 394 S. MILLEDGE AVENUE, SUITE 100 ATHENS, GA 30602	SPECIAL COLLECTIONS LIABRARY	501(C)(3)	
UNIVERSITY OF SOUTH CAROLINA NO STREET ADDRESS COLUMBIA, SC 29208	OPERATING FUNDS	501(C)	
WASHINGTON & LEE UNIVERSITY NO STREET ADDRESS LEXINGTON, VA 244500303	CAPITAL CAMPAIGN	501(C)	
WASHINGTON & LEE UNIVERSITY NO STREET ADDRESS LEXINGTON, VA 244500303	OPERATING FUNDS	501(C)	10,000.

WESLEYAN SCHOOL 5405 SPAULDING DRIVE NORCROSS, GA 30092	EDUCATION-OPERATIONS	501(C)	
WOMEN'S WAY 123 BROAD STREET, SUITE 1399 PHILADELPHIA, PA 19109	WOMEN'S ADVOCACY	501(C)	
VOLUNTEERS FOR LITERACY P.O. BOX 351 CORNELIA, GA 30531	PRE SCHOOL PHONICS AND READING PROGRAM	501(C)	5,000.
Total to Form 990-PF, Part XV, line 3a			646,000.