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

2010

Department of the Treasury
Internal Revenue Service

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

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 MURRAY DEYOUNG EDUCATIONAL FOUNDATION, INC.		A Employer identification number 59-2758439
Number and street (or P O box number if mail is not delivered to street address) 1495 MASTERS CLUB DRIVE		B Telephone number (see the instructions) (770) 685-1090
City or town DUNWOODY		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code GA 30350		D 1 Foreign organizations, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 5,162,885.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))					
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	93.	93.	93.	
	4 Dividends and interest from securities	262,216.	262,216.	262,216.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	262,309.	262,309.	262,309.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	182,497.	26,655.	23,651.	132,191.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	8,660.			
	c Other prof fees (attach sch)	41,879.	41,879.	41,879.	
	17 Interest				
	18 Taxes (attach schedule)	1,401.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	10,412.			10,412.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	671.			
	24 Total operating and administrative expenses. Add lines 13 through 23	245,520.	68,534.	65,530.	142,603.
	25 Contributions, gifts, grants paid	104,219.			104,219.
26 Total expenses and disbursements. Add lines 24 and 25	349,739.	68,534.	65,530.	246,822.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-87,430.				
b Net investment income (if negative, enter -0-)		193,775.			
c Adjusted net income (if negative, enter -0-)			196,779.		

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Part II Balance Sheets

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

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
A S S E T S	1	Cash – non-interest-bearing	24,253.	78,487.	78,487.
	2	Savings and temporary cash investments	3,450.	10,105.	10,105.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		Less: allowance for doubtful accounts ▶	300,000.	300,000.	300,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)	337,051.	250,788.	281,911.
	b	Investments – corporate stock (attach schedule)	4,661,913.	4,584,481.	4,394,497.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	37,500.	37,500.	50,000.	
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	30,590.	30,590.	47,885.	
14	Land, buildings, and equipment. basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	5,394,757.	5,291,951.	5,162,885.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
N E T A S S E T S / F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	5,394,757.	5,291,951.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)	5,394,757.	5,291,951.		
31	Total liabilities and net assets/fund balances (see the instructions)	5,394,757.	5,291,951.		

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	5,394,757.
2	Enter amount from Part I, line 27a	2	-87,430.
3	Other increases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	3	
4	Add lines 1, 2, and 3	4	5,307,327.
5	Decreases not included in line 2 (itemize) ▶ <u>See Other Decreases Stmt</u>	5	15,376.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,291,951.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SCHEDULE ATTACHED - UBS 3666 SHORT TERM	P	Various	07/01/10
b SCHEDULE ATTACHED - UBS 1139 LONG TERM	P	Various	Various
c SCHEDULE ATTACHED - UBS 3666 LONG TERM	P	Various	Various
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 1,553.		1,669.	-116.
b 74,232.		70,836.	3,396.
c 330,240.		348,322.	-18,082.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-116.
b 0.	0.	0.	3,396.
c			-18,082.
d			
e			

2 Capital gain net income or (net capital loss)	- [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-14,802.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	[If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009		4,918,228.	
2008	268,599.	4,709,249.	0.057036
2007	282,333.	5,841,593.	0.048332
2006	237,139.	5,919,615.	0.040060
2005	225,941.	5,439,901.	0.041534

2 Total of line 1, column (d)	2	0.186962
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	0.046741
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,051,590.
5 Multiply line 4 by line 3	5	236,116.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,938.
7 Add lines 5 and 6	7	238,054.
8 Enter qualifying distributions from Part XII, line 4	8	246,822.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,938.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,938.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,938.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	1,928.	
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	1,928.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	18.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	28.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/>		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VIIA Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>MR THOMAS MATTHEWS</u> Telephone no. <u>(770) 685-1090</u> Located at <u>1495 MASTERS CLUB DRIVE DUNWOODY GA</u> ZIP + 4 <u>30350</u>			
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 <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country		Yes	No X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
1 a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
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 the instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

Part VIII Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) Yes No

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

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

If 'Yes' to 6b, file Form 8870

Yes No

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?

5b		X
6b		X
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 (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MR THOMAS MATTHEWS 1495 MASTERS CLUB DRIVE DUNWOODY GA 30350	P/T/D 20.00	78,398.	0.	4,618.
MS TRINITY CODY 9775 EMERALD BRK CIR NW CANAL FULTON OH 44614	V/D 20.00	79,132.	0.	4,794.
MRS ALICE MATTHEWS 1495 MASTERS CLUB DRIVE DUNWOODY GA 30350	S/D 15.00	24,966.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services		None

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 SCHOLARSHIP GRANTS DIRECTLY TO NEEDY INDIVIDUALS TO SUPPLEMENT EDUCATIONAL TUITION AND FEES. 9 INDIVIDUALS RECEIVED SCHOLARSHIP GRANTS THIS FISCAL YEAR.	29,219.
2 CONTRIBUTIONS TO "EXUMA EDUCATIONAL RESOURCE CENTER" WHICH PROVIDES EDUCATIONAL ASSISTANCE TO QUALIFIED AND NEEDY INDIVIDUALS. (501(c)(3))	50,000.
3 CONTRIBUTIONS TO AKRON ROTARY CAMP SUPPORT FOR CHARITABLE AND EDUCATIONAL PROGRAMS	15,000.
4 CONTRIBUTIONS TO HOPE NOW TRANSITION CENTER SUPPORT FOR PROGRAMS PROVIDING RETRAINING PROGRAMS TO IMPROVE JOB OPPORTUNITIES FOR UNEMPLOYED.	10,000.

Part IX-B Summary of Program-Related Investments (see instructions)

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

BAA

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	5,048,351.
b	Average of monthly cash balances	1b	30,167.
c	Fair market value of all other assets (see instructions)	1c	50,000.
d	Total (add lines 1a, b, and c)	1d	5,128,518.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,128,518.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	76,928.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,051,590.
6	Minimum investment return. Enter 5% of line 5	6	252,580.

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	252,580.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,938.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,938.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	250,642.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	250,642.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	250,642.

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	246,822.
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	246,822.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,938.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	244,884.

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				250,642.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			242,908.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	0.			
b From 2006	0.			
c From 2007	0.			
d From 2008	0.			
e From 2009	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 246,822.				
a Applied to 2009, but not more than line 2a			242,908.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	3,914.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	3,914.			3,914.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				246,728.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2007	0.			
c Excess from 2008	0.			
d Excess from 2009	0.			
e Excess from 2010	0.			

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
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	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 organization had \$5,000 or more in assets at any time during the year - see 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
MR THOMAS MATTHEWS
1495 MASTERS CLUB DRIVE
DUNWOODY GA 30350 (770) 685-1090

b The form in which applications should be submitted and information and materials they should include
APPLICANTS MUST SUBMIT A "REQUEST FOR FINANCIAL AID" FORM

c Any submission deadlines
NO SUBMISSION DEADLINES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
AWARDS BASED ON INCOME, OBLIGATIONS, NET WORTH AND RECOMMENDATIONS

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
<p><i>a Paid during the year</i> SCHEDULE ATTACHED</p> <p style="text-align: right;">FL 00000</p>			<p>EDUCATIONAL ASSISTANCE</p>	104,219.
<p>Total ▶ 3a</p>				104,219.
<p><i>b Approved for future payment</i> NONE</p> <p style="text-align: right;">FL 00000</p>				0.
<p>Total ▶ 3b</p>				0.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
MISCELLANEOUS	636.			
BANK CHGS	35.			
Total	<u>671.</u>			

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

REALIZED NET LOSS	<u>14,802.</u>
PRIOR YEAR ADJUSTMENT	<u>574.</u>
Total	<u>15,376.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GERALD F. SHINN CPA	ACCOUNTING/TAX PREPARA	8,660.			
Total		<u>8,660.</u>			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UBS FINANCIAL SERVIC	INVESTMENT MANAGEMENT	41,879.			
Total		<u>41,879.</u>			

SCHEDULE OF REALIZED GAINS AND LOSSES:

UBS ACCOUNT # RW 23666 13

SHORT TERM

SECURITY	PURCH DATE	SALE DATE	SALE AMT	BASIS	GAIN/(LOSS)
DREYFUS APP FUND	VARIOUS	7/1/2010	1,552.95	1,669.38	(116.43)
					-
					-
					-
NET SHORT TERM LOSS - UBS 3666			<u>1,552.95</u>	<u>1,669.38</u>	<u>(116.43)</u>

UBS WG 01139 14

LONG TERM

SECURITY	PURCH DATE	SALE DATE	SALE AMT	BASIS	GAIN/(LOSS)
POWERSHARES DB COM	9/15/2008	10/7/2010	6,851.93	9,282.00	(2,430.07)
PIMCO REAL RETURN	4/16/2009	10/7/2010	33,000.00	28,085.11	4,914.89
RYDEX SGI MANAGED	VARIOUS	10/7/2010	6,116.51	6,683.33	(566.82)
BARCLAY'S I-SHARES	1/25/2008	3/29/2011	18,264.23	18,052.29	211.94
PIMCO REAL RETURN	4/16/2009	3/29/2011	10,000.00	8,733.62	1,266.38
NET LONG TERM GAIN - UBS 1139			<u>74,232.67</u>	<u>70,836.35</u>	<u>3,396.32</u>

UBS RW 23666 13

LONG TERM

SECURITY	PURCH DATE	SALE DATE	SALE AMT	BASIS	GAIN/(LOSS)
DREYFUS APP FUND	VARIOUS	7/1/2010	84,439.67	105,783.51	(21,343.84)
TCW TOTAL RETURN	4/28/2008	7/23/2010	8,746.03	8,207.18	538.85
TCW TOTAL RETURN	4/28/2008	7/1/2010	14,000.00	13,225.19	774.81
TCW TOTAL RETURN	4/28/2008	10/22/2010	9,560.73	8,780.26	780.47
US TREAS 11/15/10	6/14/2007	11/15/2010	100,000.00	100,000.00	-
TCW TOTAL RETURN	4/28/2008	1/24/2011	4,670.81	4,480.72	190.09
TCW TOTAL RETURN	4/28/2008	4/21/2011	9,823.52	9,442.03	381.49
CALVERT INC FUND	3/25/2004	6/21/2011	33,000.00	35,480.60	(2,480.60)
LOOMIS SAYLES	5/3/2006	6/21/2011	33,000.00	31,142.67	1,857.33
TCW TOTAL RETURN	4/28/2008	6/21/2011	33,000.00	31,780.16	1,219.84
NET LONG TERM LOSS - UBS 3666			<u>330,240.76</u>	<u>348,322.32</u>	<u>(18,081.56)</u>

OVERALL REALIZED NET LONG TERM LOSS

(14,685.24)

OVERALL REALIZED NET SHORT TERM LOSS

(116 43)

OVERALL NET REALIZED CAPITAL LOSS

(14,801 67)

2010 FORM 990PF
PAGE 1, LINE 16b
SCHEDULE OF ACCOUNTING FEES FYE JUNE 30, 2011

ACCOUNTING/TAX PREPARATION	<u>8,660.00</u>
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2010 FORM 990PF
PAGE 1, LINE 16c
SCHEDULE OF OTHER PROFESSIONAL FEES FYE JUNE 30, 2011

INVESTMENT MANAGEMENT FEES

UBS 3666	38,241.39
UBS 1139	3,487.91
UBS 1140	<u>150.00</u>
TOTAL INVESTMENT MANAGEMENT FEES	<u>41,879.30</u>

2010 FORM 990PF
 PAGE 2, LINE 1
 SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2011

CASH

	BOOK VALUE	FAIR MARKET VALUE
CENTER STATE BANK	<u>78,487</u>	<u>78,487</u>

2010 FORM 990PF
 PAGE 2, LINE 2
 SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2011

SAVINGS & TEMPORARY CASH INVESTMENTS

UBS ACCOUNT # RW 23666 13 - JUNE 30, 2011

	BOOK VALUE	FAIR MARKET VALUE
UBS PACE MONEY MARKET	-	-
RMA MONEY MARKET PORTFOLIO	<u>-</u>	<u>-</u>
TOTAL AS OF JUNE 30, 2011	-	-

UBS ACCOUNT 1139 - JUNE 30, 2011

CASH	-	-
RMA MONEY MARKET	6,130	6,130
	<u> </u>	<u> </u>
TOTAL AS OF JUNE 30, 2011	6,130	6,130

UBS ACCOUNT 1140 - JUNE 30, 2011

CASH	3,976	3,976
	<u> </u>	<u> </u>
TOTAL SAVINGS & TEMPORARY CASH INVESTMENTS	<u>10,105</u>	<u>10,105</u>

PAGE 2, LINE 2

2010 FORM 990PF
 PAGE 2, LINE 7
 OTHER NOTES RECEIVABLE

	BOOK VALUE	FAIR MARKET VALUE
PEGI GOFF CORPORATION NOTE RECEIVABLE	<u>300,000</u>	<u>300,000</u>

2010 FORM 990PF
 PAGE 2, LINE 10a
 SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2011
 US GOV'T OBLIGATIONS

UBS ACCOUNT # RW 23666 13 - JUNE 30, 2011

	BOOK VALUE	FAIR MARKET VALUE
TINT TRSY INT 11/15/10	* REDEEMED	REDEEMED
TINT TRSY INT 11/15/12	* 93,610 41	99,614.00
TINT TRSY INT 11/15/14	* 84,738 75	96,465 00
TINT TRSY INT 11/15/17	* 72,439 09	85,832.00
	<hr/>	<hr/>
TOTAL AS OF JUNE 30, 2011	<u>250,788</u>	<u>281,911</u>

* BOOK VALUE ADJUSTED FOR OID INCOME CLAIMED

2010 FORM 990PF
PAGE 2, LINE 10b
SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2011
CORPORATE STOCK

UBS ACCOUNT # RW 23666 13 - JUNE 30, 2011

		BOOK VALUE	FAIR MARKET VALUE
77,791 LORD ABBETT SHORT		300,000	357,840
	EARNINGS	34,448	
5,599 BLACKROCK GLOBAL ALL		100,000	112,483
	EARNINGS	6,755	
3124 CALAMOS GROWTH		71,662	102,880
	EARNINGS	28,867	
3252 FIRST EAGLE GLOBAL		66,718	158,594
	EARNINGS	75,968	
26,841 PUTNAM US GOVT		300,000	384,101
	EARNINGS	58,660	
11,372 PUTNAM CONV INCOME		178,367	237,230
	EARNINGS	30,298	
7,219 PUTNAM EQUITY INCOME		117,113	116,740
	EARNINGS		
27,140 CALVERT INCOME		337,540	436,136
	EARNINGS	115,203	
72,405 DELAWARE DIVERSIFIED		446,234	673,370
	EARNINGS	191,406	
41,061 LOOMIS SAYLES		435,889	631,522
	EARNINGS	146,394	
66,959 TCW TOTAL RET		512,812	682,985
	EARNINGS	160,200	
TOTALS UBS # RW 23666 13 AS OF JUNE 30, 2011		<u>3,714,535</u>	<u>3,893,881</u>

UBS ACCOUNT WG 01139 14 - JUNE 30, 2011

COMMON STOCK/MUTUAL FUNDS		BOOK VALUE	FAIR MARKET VALUE
744 ISHARES MSCI EAFE		53,234	44,744
	EARNINGS		
50 ISHARES BARCLAYS 7-10		4,475	4,793
	EARNINGS		
77 ISHARES BARCLAYS 1-3		6,420	6,491
	EARNINGS		
30 ISHARES BARCLAYS 20+		2,845	2,823
	EARNINGS		
61 ISHARES BARCLAYS TIPS BOND		6,621	6,749
	EARNINGS		
130 ISHARES BARCLAYS AGG		13,385	13,867
	EARNINGS		
128 ISHARES TR MORNINGSTAR MID		9,695	11,696
	EARNINGS		
447 ISHARES TR MORNINGSTAR LRG		33,775	28,106

166 ISHARES TR MORNINGSTAR SML	EARNINGS	12,348	15,909
735 ISHARES TR MORNINGSTAR LRG	EARNINGS	47,455	50,090
171 VANGUARD EMERG	EARNINGS	8,032	8,314
430 ING GLOBAL R/E	EARNINGS	6,421	7,392
1114 FRANK TEMP	EARNINGS	665	11,432
7,378 PIMCO REAL	EARNINGS	9,631	86,105
359 VAN ECK GLOBAL	EARNINGS	853	19,104
	EARNINGS	10,307	
	EARNINGS	16,020	
	EARNINGS	79	
		<hr/>	<hr/>
UBS ACCOUNT WG 01139 14 - JUNE 30, 2011		306,575	317,614
UBS ACCOUNT WG 01140 14 - JUNE 30, 2011			
10009 CIB MARINE BANCSHARES		518,400	951
7701 HOME BANCSHARES		44,970	182,052
		<hr/>	<hr/>
		563,370	183,002
SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2011			
CORPORATE STOCK			
PAGE 2, LINE 10b			
TOTALS		<u>4,584,481</u>	<u>4,394,497</u>

2010 FORM 990PF
PAGE 2, LINE 11
SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2011
LAND

	BOOK VALUE	FAIR MARKET VALUE
NORTH CAROLINA LAND - 50% INTEREST	<u>37,500</u>	<u>50,000</u>

2010 FORM 990PF
PAGE 2, LINE 13
SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2011

OTHER INVESTMENTS:

	BOOK VALUE	FAIR MARKET VALUE
INDIANDALE MANOR APARTMENTS LIMITED PARTNERSHIP	<u>30,590</u>	<u>47,885</u>
TOTAL NET ASSETS YEAR END	<u>5,291,950 70</u>	<u>5,162,884 77</u>

PART XV SUPPLEMENTARY INFORMATION

GRANTS & CONTRIBUTIONS PAID DURING THE YEAR

NAME & ADDRESS OF RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE OF GRANT	AMOUNT
VARJORIE LEONE 420 NORTH 2ND ST HAINES CITY, FL 33844	NONE		COLLEGE TUITION	2,000 00
JON SAIS 829 CENTER ROAD AKRON, OHIO 44319	NONE		COLLEGE TUITION	1,000 00
AKRON ROTARY CLUB 4460 REX LAKE DRIVE AKRON, OH 44319	NONE		PROGRAM SUPPORT	15,000 00
DIEGO SOLIS 2449 CREST DRIVE HAINES CITY, FL 33844	NONE		COLLEGE TUITION	6,225 00
EMILY LIPPERT 1539 MAPLE STREET BARBERTON, OHIO 44203	NONE		COLLEGE TUITION	2,000 00
DOMINIQUE THOMAS 5224 FIELDVIEW COURT ORLANDO, FL 32819	NONE		COLLEGE TUITION	1,000 00
RACHEL SENSENING 4300 LAKEVIEW DR SEBRING, FL 33870	NONE		COLLEGE TUITION	6,000 00
SARAH KETTERING 1888 CONNECT RD NORTON, OHIO 44203	NONE		COLLEGE TUITION	2,494 00
HOPE NOW TRANSITION CENTER 1255 GUNN HIGHWAY BARTOW, FL 33831	NONE		PROGRAM SUPPORT	10,000 00
EXUMA FOUNDATION PO BOX 29111 GEORGETOWN, EXUMA, BAHAMAS	NONE		PROGRAM SUPPORT	50,000 00
CHRIS ZROBACH GENERAL DELIVERY- LONG BOW LAKE ONTARIO, CANADA POX 1HQ	NONE		COLLEGE TUITION	6,000 00
AKEIRO LLOYD 11060 SW 14TH ST MIAMI, FL 33174	NONE		COLLEGE TUITION	2,500 00

TOTAL 2010/ 2011

104,219 00