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

2011Department 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 2011 or tax year beginning

, and ending

Name of foundation TILLOTSON-MENLO CHARITABLE FOUNDATION C/O JEFFREY RICHARDSON		A Employer identification number 20-3918578
Number and street (or P.O. box number if mail is not delivered to street address) BOX 389	Room/suite	B Telephone number 706-862-6724
City or town, state, and ZIP code MENLO, GA 30731		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8780638.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	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)
1	Contributions, gifts, grants, etc., received	0.			
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	65078.	65078.		STATEMENT 1
4	Dividends and interest from securities	203575.	203575.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	99980.			
b	Gross sales price for all assets on line 6a	3341173.			
7	Capital gain net income (from Part IV, line 2)		99980.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	368633.	368633.	0.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	4500.	0.	0.	0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 4	1111.	0.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	28327.	0.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	33938.	0.	0.	0.
25	Contributions, gifts, grants paid	455536.			455536.
26	Total expenses and disbursements. Add lines 24 and 25	489474.	0.	0.	455536.
27	Subtract line 26 from line 12	-120841.			
a	Excess of revenue over expenses and disbursements		368633.		
b	Net investment income (if negative, enter -0-)			0.	
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			3035774.	1062534.	1062534.
	2 Savings and temporary cash investments			2966368.		
	3 Accounts receivable	10436.				
	Less allowance for doubtful accounts			10859.	10436.	10436.
	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 6		2646414.	5213468.	5213468.
	c Investments - corporate bonds	STMT 7		417609.	366023.	366023.
11 Investments - land, buildings, and equipment basis						
Less accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other	STMT 8		282226.	2128177.	2128177.	
14 Land, buildings, and equipment basis						
Less accumulated depreciation						
15 Other assets (describe)						
16 Total assets (to be completed by all filers)			9359250.	8780638.	8780638.	
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 ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted		7409475.	6928772.		
	25 Temporarily restricted		1949775.	1851866.		
	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		9359250.	8780638.		
31 Total liabilities and net assets/fund balances		9359250.	8780638.			

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	9359250.
2 Enter amount from Part I, line 27a	2	-120841.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	9238409.
5 Decreases not included in line 2 (itemize) PRIOR YEAR UNREALIZED GAIN/LOSS	5	457771.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8780638.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
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 3341173.		3241193.	99980.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			99980.

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	99980.
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))
2010	430310.	8412487.	.051151
2009	315175.	6225051.	.050630
2008	180064.	5230537.	.034426
2007	274553.	3053537.	.089913
2006	16218.	1396011.	.011617

2 Total of line 1, column (d)	2	.237737
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	.047547
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9224709.
5 Multiply line 4 by line 3	5	438607.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3686.
7 Add lines 5 and 6	7	442293.
8 Enter qualifying distributions from Part XII, line 4 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	8	455536.

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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)		1	3686.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3686.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	3686.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1680.	
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	1680.	
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	2006.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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 ☐ \$ 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		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		X
4a 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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV	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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JEFFREY RICHARDSON Located at ► BOX 389, MENLO, GA	Telephone no ► 706-862-6724 ZIP+4 ► 30731		
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			
16	At any time during calendar year 2011, 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 ►	16	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
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.) 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 2011?	4b	X

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Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

(continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

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

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

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?

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

6b

X

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 9		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 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	9365187.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9365187.
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	9365187.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	140478.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9224709.
6	Minimum investment return. Enter 5% of line 5	6	461235.

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	461235.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3686.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3686.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	457549.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	457549.
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	457549.

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	455536.
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	455536.
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	3686.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	451850.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				457549.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009	1490.			
e From 2010	12980.			
f Total of lines 3a through e	14470.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 455536.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				455536.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	2013.			2013.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12457.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	12457.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	12457.			
e Excess from 2011				

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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 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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

TILLOTSON-MENLO CHARITABLE FOUNDATION

Form 990-PF (2011)

C/O JEFFREY RICHARDSON

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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				
ALPINE COMMUNITY ASSOCIATION, INC. P.O. BOX 379 MENLO, GA 30731	NONE	NON PROFIT ORGANIZATION	GENERAL REPAIRS	697.
ANIMAL ADVOCATES OF CHATTOOGA COUNTY P O BOX 220 SUMMERVILLE, GA 30747	NONE	NON PROFIT ORGANIZATION	PET CARE	20000.
BEST SILVER CLUB P.O. BOX 8 MENLO, GA 30731	NONE	NON PROFIT ORGANIZATION	BANQUET	7000.
BEST SILVER CLUB P.O. BOX 8 MENLO, GA 30731	NONE	NON PROFIT ORGANIZATION	SCHOLARSHIPS	10000.
BOY SCOUTS OF AMERICA TROOP 7 P.O. BOX 835 TRION, GA 30753	NONE	NON PROFIT ORGANIZATION	YOUTH ACTIVITIES	1500.
Total	SEE CONTINUATION SHEET(S)			455536.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

123621
12-02-11

Form **990-PF** (2011)

Form 990-PF (2011)

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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. | | |

[illegible]

- 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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

Print type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN	
------	--

LISA MCWHORTER

Prasanna Madhavi

05/08/12

P01044722

Firm's name ► WHITTINGTON, JONES & RUDERT CPAS PC

Firm's EIN ▶ 54-2079099

Firm's address ► PO BOX 1264
ROME, GA 30162-1264

Phone no (706) 234-7571

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**Form **990-PF** (2011)

**TILLOTSON-MENLO CHARITABLE FOUNDATION
C/O JEFFREY RICHARDSON**

20-3918578

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CEDAR BLUFF SCHOOL 3655 OLD HIGHWAY 9 CEDAR BLUFF, AL 35959	NONE	GOVERNMENT	21ST CENTURY CLASSROOM	12000.
CHATTOOGA COUNTY 4-H 10011 COMMERCE STREET SUMMERVILLE, GA 30747	NONE	GOVERNMENT	DOWNTOWN ENHANCEMENT	2000.
CHATTOOGA COUNTY COMMISSIONER 10102 COMMERCE STREET SUMMERVILLE, GA 30747	NONE	GOVERNMENT	PARADISE GARDEN PROJECT	15000.
CHATTOOGA COUNTY HISTORICAL SOCIETY P.O. BOX 626 SUMMERVILLE, GA 30747	NONE	GOVERNMENT	TRAIL OF TEARS SIGNAGE	5000.
CHATTOOGA COUNTY RESCUE SQUAD/CHATTOOGA COUNTY COMMISSIONER 172 FARRAR DRIVE SUMMERVILLE, GA 30747	NONE	GOVERNMENT	SWIFTWATER RESCUE	7500.
CHATTOOGA COUNTY SHRINE CLUB P.O. BOX 252 SUMMERVILLE, GA 30747	NONE	GOVERNMENT	DANDEE DENSON AUDITORIUM UPGRADE	15000.
CHATTOOGA HIGH SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 989 HIGHWAY 114 SUMMERVILLE, GA 30747	NONE	GOVERNMENT	AUTOMOTIVE PROGRAM TRAINING	10000.
CHATTOOGA HIGH SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 989 HIGHWAY 114 SUMMERVILLE, GA 30747	NONE	GOVERNMENT	HOSA STATE LEADERSHIP CONFERENCE	453.
CHATTOOGA HIGH SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 989 HIGHWAY 114 SUMMERVILLE, GA 30731	NONE	GOVERNMENT	BAND INSTRUMENTS	7500.
CHATTOOGA HIGH SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 989 HIGHWAY 114 SUMMERVILLE, GA 30731	NONE	GOVERNMENT	CTI LEADERSHIP	949.
Total from continuation sheets				416339.

**TILLOTSON-MENLO CHARITABLE FOUNDATION
C/O JEFFREY RICHARDSON**

20-3918578

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHEROKEE COUNTY HISTORICAL MUSEUM 101 E MAIN ST CENTRE, AL 35960	NONE	GOVERNMENT	SMARTBOARD BULBS	10000.
CHEROKEE HUMANE SOCIETY 5015 ALABAMA HIGHWAY 9 CEDAR BLUFF, AL 35959	NONE	GOVERNMENT	SAVE A PET	5000.
CITY OF MENLO P.O. BOX 155 MENLO, GA 30731	NONE	NON PROFIT ORGANIZATION	ADMINISTRATIVE	15598.
CITY OF MENLO P.O. BOX 155 MENLO, GA 30731	NONE	GOVERNMENT	COPIER	2500.
CITY OF MENLO P.O. BOX 155 MENLO, GA 30731	NONE	GOVERNMENT	GENERAL REPAIRS	1187.
CITY OF MENLO P.O. BOX 155 MENLO, GA 30731	NONE	GOVERNMENT	SECURITY GUARD RADIOS	2566.
CITY OF MENLO P.O. BOX 155 MENLO, AL 30731	NONE	GOVERNMENT	SIDEWALK	22500.
CITY OF MENLO P.O. BOX 155 MENLO, GA 30731	NONE	GOVERNMENT	TILLOTSON SPORTS COMPLEX RENOVATION	14760.
CITY OF SUMMERVILLE P.O. BOX 180 SUMMERVILLE, GA 30747	NONE	GOVERNMENT	CELEBRATE INDEPENDENCE	5000.
CITY OF SUMMERVILLE P.O. BOX 180 SUMMERVILLE, GA 30747	NONE	GOVERNMENT	TENNIS COURT RESTORATION	10000.
Total from continuation sheets				

**TILLOTSON-MENLO CHARITABLE FOUNDATION
C/O JEFFREY RICHARDSON**

20-3918578

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CITY OF SUMMERVILLE P.O. BOX 180 SUMMERVILLE, GA 30747	NONE	GOVERNMENT	VICTORIAN WINDOWS	3500.
FAMILY CRISIS CENTER P.O. BOX 252 LAFAYETTE, GA 30728	NONE	GOVERNMENT	EMERGENCY SHELTER	5000.
FREE CLINIC OF ROME 315 WEST 10TH STREET ROME, GA 30165	NONE	GOVERNMENT	PATIENT EDUCATION	19400.
GEORGIA VIETNAM VETERANS ALLIANCE CHAPTER 12 P.O. BOX 1311 LAFAYETTE, GA 30728	NONE	GOVERNMENT	SCHOLARSHIP AND CARE PACKAGES	500.
HOLLAND FIRE DEPARTMENT/CHATTOOGA COUNTY COMMISSIONER 94 HUGHES ROAD LYERLY, GA 30730	NONE	GOVERNMENT	FIREFIGHTER EQUIPMENT	10000.
LEROY MASSEY ELEMENTARY SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 403 DOT JOHNSON DRIVE SUMMERVILLE, GA 30747	NONE	GOVERNMENT	PLAYGROUND EQUIPMENT	10000.
LYERLY CIVIC CLUB P.O. BOX 203 LYERLY, GA 30730	NONE	NON PROFIT ORGANIZATION	SCHOLARSHIP	500.
LYERLY SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 150 OAKHILL ROAD LYERLY, GA 30730	NONE	GOVERNMENT	COMPUTERS FOR SCIENCE	2316.
LYERLY SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 150 OAKHILL ROAD LYERLY, GA 30730	NONE	GOVERNMENT	MOUNTING OF INTERACTIVE WHITEBOARDS	10000.
LYERLY SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 150 OAKHILL ROAD LYERLY, GA 30730	NONE	GOVERNMENT	SMARTBOARDS FOR SMART KIDS	5000.
Total from continuation sheets				

**TILLOTSON-MENLO CHARITABLE FOUNDATION
C/O JEFFREY RICHARDSON**

20-3918578

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MENLO FIRE DEPARTMENT/CITY OF MENLO P.O. BOX 155 MENLO, GA 30731	NONE	GOVERNMENT	FIRE DEPARTMENT RENOVATION AND UPDATE	15360.
MENLO HOUSING AUTHORITY 77 RALPH CHAMBLEE DR MENLO, GA 30731	NONE	GOVERNMENT	LAWRENCE CENTER PORCH	13248.
MENLO PTO 2430 HIGHWAY 337 MENLO, GA 30731	NONE	NON PROFIT ORGANIZATION	GYM BEAUTIFICATION	1000.
MENLO SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 2430 HIGHWAY 337 MENLO, GA 30731	NONE	GOVERNMENT	AGRICULTURE PROJECT BUILDING	24465.
MENLO SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 2430 HIGHWAY 337 MENLO, GA 30731	NONE	GOVERNMENT	COMPUTER LAB UPGRADE	3000.
MENLO SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 2430 HIGHWAY 337 MENLO, GA 30731	NONE	GOVERNMENT	GRAPHING CALCULATORS	4500.
MENLO SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 2430 HIGHWAY 337 MENLO, GA 30731	NONE	GOVERNMENT	LEGO MIND STORMS CLASSROOM	7000.
MENLO SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 2430 HIGHWAY 337 MENLO, GA 30731	NONE	GOVERNMENT	READING BUDDIES	1000.
MENLO SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 2430 HIGHWAY 337 MENLO, GA 30731	NONE	GOVERNMENT	SMART TABLE INTERACTIVE LEARNING CENTER	10898.
MENLO SCHOOL/CHATTOOGA COUNTY BOARD OF EDUCATION 2430 HIGHWAY 337 MENLO, GA 30731	NONE	GOVERNMENT	FAMILY COMMUNITY NIGHT	10000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MERCY SENIOR CARE 212 WEST 3RD STREET ROME, GA 30162	NONE	NON PROFIT ORGANIZATION	GRANDS WHO CARE	5000.
NORTH GEORGIA CRISIS PREGNANCY CENTER P.O. BOX 407 SUMMERVILLE, GA 30747	NONE	NON PROFIT ORGANIZATION	ABSTINENCE EDUCATION 2012	1700.
SUMMERVILLE FIRE DEPARTMENT/CITY OF SUMMERVILLE 176 COX STREET SUMMERVILLE, GA 30747	NONE	GOVERNMENT	RADIO EQUIPMENT	9650.
SUMMERVILLE MIDDLE SCHOOL/CHATTOGA COUNTY BOARD OF EDUCATION 200 MIDDLE SCHOOL ROAD SUMMERVILLE, GA 30747	NONE	GOVERNMENT	DISCOVERY LEARNING	4100.
SUMMERVILLE MIDDLE SCHOOL/ 200 MIDDLE SCHOOL ROAD SUMMERVILLE, GA 30747	NONE	GOVERNMENT	LIFE SKILLS TRAINING FOR SPECIAL NEEDS STUDENTS	2500.
SUMMERVILLE MIDDLE SCHOOL/CHATTOGA COUNTY BOARD OF EDUCATION 200 MIDDLE SCHOOL ROAD SUMMERVILLE, GA 30747	NONE	GOVERNMENT	MATH DEPARTMENT DOCUMENT CAMERA	3003.
SUMMERVILLE MIDDLE SCHOOL/ CHATTOGA COUNTY BOARD OF EDUCATION 200 MIDDLE SCHOOL ROAD SUMMERVILLE, GA 30747	NONE	GOVERNMENT	MEDIA CENTER BOOKS	5000.
SUMMERVILLE MIDDLE SCHOOL/ CHATTOGA COUNTY BOARD OF EDUCATION 200 MIDDLE SCHOOL ROAD SUMMERVILLE, GA 30747	NONE	GOVERNMENT	SMART SLATE WS200	2677.
SUMMERVILLE-TRION ROTARY CLUB FOUNDATION 9699 ROME BLVD SUMMERVILLE, GA 30747	NONE	GOVERNMENT	STUDENT SCHOLARSHIPS	8000.
SUMMERVILLE-TRION ROTARY CLUB FOUNDATION 9699 ROME BLVD SUMMERVILLE, GA 30747	NONE	GOVERNMENT	STUDY ABROAD SCHOLARSHIPS	2000.
Total from continuation sheets				

TILLOTSON-MENLO CHARITABLE FOUNDATION
C/O JEFFREY RICHARDSON

20-3918578

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TRION EDUCATIONAL FOUNDATION, INC. 919 ALLGOOD ST, SUITE 3 TRION, GA 30753	NONE	NON PROFIT ORGANIZATION	IPAD MOBILE LAP	23118.
VALLEY HEAD SCHOOL 235 FIRST AVENUE VALLEY HEAD, AL 35989	NONE	GOVERNMENT	RESPONSE TO INTERVENTION	5000.
VETERANS PARK COMMITTEE/VFW POST 6688 818 MEMORIAL DRIVE SUMMERVILLE, GA 30747	NONE	NON PROFIT ORGANIZATION	VETERANS MEMORIAL PARK	5000.
WELL AT CHATTOOGA, INC. 11634 HIGHWAY 27 SUMMERVILLE, GA 30747	NONE	NON PROFIT ORGANIZATION	HEAT PUMP, CEILING INSULATION AND STORM WINDOWS	13391.
WOMEN OF WORTH, INC. 1513 DEAN STREET ROME, GA 30161	NONE	NON PROFIT ORGANIZATION	PAP SMEAR DAY	5000.
Total from continuation sheets				

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	FT 2648 DEFENSIVE EQUITY	P		06/01/11
b	FT 2716 TARGET VIP JAN	P		04/04/11
c	FT 2796 COVERED CALL OPORTUNITIES	P		
d	FT 2829 HIGH DIVID EQUITY	P		11/28/11
e	FT 2716 TARGET VIP JAN	P		
f	DOW CHEMICAL CO/THE CLD	P	05/17/10	05/16/11
g	FEDERAL HOME LN MTG CORP	P	10/27/10	01/20/11
h	TRANSAMERICAN SHORT TERM	P		02/04/11
i	LORD ABBETT FLOATING RATE	P	01/24/11	08/26/11
j	BLACKROCK STRATEGIC INCOME	P		08/03/11
k	LORD ABBETT SHORT	P	08/03/11	
l	TEMPLETON GLOBAL BOND FD	P	06/18/10	01/24/11
m	PIMCO REAL RETURN FD CL C	P	06/18/10	02/04/11
n	AMERICAN AMCAP FUND	P	06/18/10	02/04/11
o	AMERICAN MUTUAL FUND	P	06/18/10	02/07/11

(a) 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			0.
b	4.	4.	0.
c	25799.	30973.	-5174.
d	1060.	967.	93.
e	74.	75.	-1.
f	50000.	50000.	0.
g	45714.	49697.	-3983.
h	146977.	149928.	-2951.
i	349200.	376400.	-27200.
j	4773.	4829.	-56.
k	74821.	76906.	-2085.
l	12.	12.	0.
m	11.	11.	0.
n	10.	8.	2.
o	1.	1.	0.

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			0.
b			0.
c			-5174.
d			93.
e			-1.
f			0.
g			-3983.
h			-2951.
i			-27200.
j			-56.
k			-2085.
l			0.
m			0.
n			2.
o			0.

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	

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	AMERICAN BOND FUND OF AMERICA CL A	P	06/18/10	02/04/11
b	AMERICAN CAP INC BLDR	P	06/18/10	02/04/11
c	AMERICAN CAP WORLD BD	P	06/18/10	02/04/11
d	AMERICAN HIGH INCOME TR	P	06/18/10	02/04/11
e	AMERICAN SMALL CAP WORLD	P	06/18/10	02/07/11
f	AMERICAN INVESTMENT CO	P	06/18/10	02/04/11
g	CD ALLY BANK UT	P	02/03/10	03/14/11
h	CD GOLDMAN SACHS BK USA	P	02/03/10	03/11/11
i	CD HUNTINGTON NATL BANK	P	02/03/10	03/21/11
j	CD CAPITAL ONE BK	P	02/11/10	05/09/11
k	CD CAROLINA FIRST BK	P	02/11/10	04/29/11
l	HARRISS NA CALLABLE CD FDIC	P	12/07/09	06/30/11
m	CLEARBRIDGE ENERGY MLP	P	06/24/10	09/09/11
n	BLACKROCK STRATEGIC INCOME	P		08/03/11
o	TEMPLETON GLOBAL BOND FD	P	10/23/09	01/24/11

(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 8.		8.	0.
b 48.		44.	4.
c 18.		18.	0.
d 11.		10.	1.
e 1.		1.	0.
f 16.		14.	2.
g 30000.		30000.	0.
h 22000.		22000.	0.
i 15000.		15000.	0.
j 40000.		40000.	0.
k 20000.		20000.	0.
l 80000.		80000.	0.
m 20300.		20000.	300.
n 101473.		100244.	1229.
o 106544.		99989.	6555.

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			0.
b			4.
c			0.
d			1.
e			0.
f			2.
g			0.
h			0.
i			0.
j			0.
k			0.
l			0.
m			300.
n			1229.
o			6555.

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

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	PIMCO REAL RETURN FD CL C	P	12/09/09	02/04/11
b	AMERICAN AMCAP FUND	P		02/04/11
c	AMERICAN MUTUAL FUND INC	P		02/07/11
d	AMERICAN BOND FUND OF AMERICA CL A	P		02/04/11
e	AMERICAN CAP INC BLDR	P		02/04/11
f	AMERICAN CAP WORLD BD	P		02/04/11
g	AMERICAN HIGH INCOME TR	P		02/04/11
h	AMERICAN SMALL CAP WORLD	P		02/07/11
i	AMERICAN INVESTMENT CO	P		02/04/11
j	AMERICAN AMCAP FUND	P		02/04/11
k	AMERICAN MUTUAL FUND INC CL A	P		
l	AMERICAN BOND FUND OF AMERICAN CL A	P	07/03/08	02/04/11
m	AMERICAN CAP INC BLDR	P	07/03/08	02/04/11
n	AMERICAN CAP WORLD BD	P	07/03/08	02/04/11
o	AMERICAN HIGH INCOME TR	P	06/30/08	02/04/11

(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	81811.	79989.	1822.
b	24363.	20013.	4350.
c	21224.	20020.	1204.
d	7804.	8000.	-196.
e	13748.	14998.	-1250.
f	6079.	5990.	89.
g	6244.	5995.	249.
h	14713.	12499.	2214.
i	12979.	12492.	487.
j	432964.	353181.	79783.
k	395071.	372757.	22314.
l	163829.	168847.	-5018.
m	268217.	294315.	-26098.
n	132845.	131347.	1498.
o	128586.	123563.	5023.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			1822.
b			4350.
c			1204.
d			-196.
e			-1250.
f			89.
g			249.
h			2214.
i			487.
j			79783.
k			22314.
l			-5018.
m			-26098.
n			1498.
o			5023.

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

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	AMERICAN SMALL CAP WORLD	P	06/30/08	
b	AMERICAN INVESTMENT CO	P	06/30/08	02/04/11
c				
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 259190.		221237.	37953.
b 237631.		228811.	8820.
c			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			37953.
b			8820.
c			
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	99980.
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

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

SOURCE	AMOUNT
ACCRUED INTEREST	10436.
VARIOUS	54642.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	65078.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
	60252.	0.	60252.
MERRILL LYNCH	143323.	0.	143323.
TOTAL TO FM 990-PF, PART I, LN 4	203575.	0.	203575.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL AND PROFESSIONAL FEES	4500.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4500.	0.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES PAID	1111.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1111.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES	50.	0.	0.	0.	
CORPORATE REGISTRATION	50.	0.	0.	0.	
INVESTMENT ACCOUNT EXPENSE	28227.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	28327.	0.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE STOCK	5213468.		5213468.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5213468.		5213468.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE BONDS	366023.		366023.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	366023.		366023.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
OTHER SECURITIES	COST	99290.	99290.	
EQUITIES	COST	2028887.	2028887.	
TOTAL TO FORM 990-PF, PART II, LINE 13		2128177.	2128177.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JON PAYNE P.O. BOX 467 SUMMERVILLE, GA 30747	DIRECTOR 0.00	0.	0.	0.
THERESA CANADA P.O. BOX 155 MENLO, GA 30731	PRESIDENT 0.00	0.	0.	0.
MIKE MARTIN 2430 HIGHWAY 337 MENLO, GA 30731	DIRECTOR 0.00	0.	0.	0.
ARCH FARRAR 101 WEST WASHINGTON STREET, P.O. BOX 736 SUMMERVILLE, GA 30747	SECRETARY 0.00	0.	0.	0.
RAY LOOPER 10 MCCRARY DRIVE ROME, GA 30165	DIRECTOR 0.00	0.	0.	0.
EDDIE ROBERTSON 1795 BIG NOSE DRIVE CENTRE, AL 35960	DIRECTOR 0.00	0.	0.	0.
BILL ALICO 6666 E. QUAKER STREET ORCHARD PARK, NY 14127	DIRECTOR 0.00	0.	0.	0.
ROBERT MCWHORTER 9285 ROME BLVD SUMMERVILLE, GA 30747	DIRECTOR 0.00	0.	0.	0.
JANET MUNCHAK 275 SOUTHWIND CIRCLE ROSWELL, GA 30076	DIRECTOR 0.00	0.	0.	0.
JEFFREY RICHARDSON 13785 ALABAMA HIGHWAY 9 N CEDAR BLUFF, AL 35959	TREASURER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.