Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation		A Employer identification number
COUSINS PROPERTIES FOUNDATION, INC.		20-3982777
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
C/O COUSINS PROPERTIES INCORPORATED 191 PEACHTREE STREET	500	(404) 407-1000
City or town, state, and ZIP code ATLANTA, GA 30303		C If exemption application is pending, check here . . . . ▶ [ ]

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity
[ ] Final return [ ] Amended return
[ ] Address change [ ] 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 [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,428,398.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts grants etc received (attach schedule) .				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	207,606.	207,606.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss) ________				
	6a Net gain or (loss) from sale of assets not on line 10	-4,360.			
	b Gross sales price for all assets on line 6a 186,425.				
	7 Capital gain net income (from Part IV, line 2) .				
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	203,246.	207,606.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc . .	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2 . . .	530.	530.		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) . . .				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . . . . . **	50.	50.		
	19 Depreciation (attach schedule) and depletion .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4 .	9,753.	9,753.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	10,333.	10,333.		
	25 Contributions, gifts, grants paid	303,250.			303,250.
	26 **Total expenses and disbursements** Add lines 24 and 25	313,583.	10,333.	0	303,250.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements** . .	-110,337.			
	b **Net investment income** (if negative, enter -0-)		197,273.		
	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 (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	974,800.	848,524.	848,524.
	2 Savings and temporary cash investments			
	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 instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 5	2,708,898.	2,716,585.	3,345,680.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 6	249,994.	240,297.	234,194.
	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 the instructions Also, see page 1, item I)	3,933,692.	3,805,406.	4,428,398.
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 (attach schedule)			
	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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	5,500,000.	5,500,000.	
	29 Retained earnings, accumulated income, endowment, or other funds	-1,566,308.	-1,684,897.	
	30 Total net assets or fund balances (see instructions)	3,933,692.	3,815,103.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,933,692.	3,815,103.	

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	3,933,692.
2	Enter amount from Part I, line 27a	2	-110,337.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,823,355.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 7	5	8,252.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,815,103.

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	SEE PART IV SCHEDULE			
b				
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				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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	-4,360.
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 instructions) If (loss), enter -0- in Part I, line 8		3	0

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 (col (b) divided by col (c))
2010	368,450.	4,403,171.	0.083678
2009	386,897.	3,904,112.	0.099100
2008	694,859.	3,467,335.	0.200401
2007	548,745.	4,113,843.	0.133390
2006	311,189.	4,404,093.	0.070659

2	Total of line 1, column (d)	2	0.587228
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	0.117446
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,560,552.
5	Multiply line 4 by line 3	5	535,619.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,973.
7	Add lines 5 and 6	7	537,592.
8	Enter qualifying distributions from Part XII, line 4	8	303,250.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,945.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	3,945.
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	3,945.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 18,702.		
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	18,702.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	14,757.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 14,757. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ COUSINS PROPERTIES INC. Telephone no. ▶ 404-407-1000
Located at ▶ 191 PEACHTREE STREET, SUITE 500 ATLANTA, GA ZIP + 4 ▶ 30303

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

			Yes	No
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?	16		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)	2b		X
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.)*	3b	N/A	
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

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)? (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)? **5b** N/A

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? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

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
ATTACHMENT 8		0	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				

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

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		0
Total number of others receiving over $50,000 for professional services ▶		

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 NONE	
2	
3	
4	

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	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	3,828,635.
b	Average of monthly cash balances	1b	801,367.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,630,002.
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	4,630,002.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,450.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,560,552.
6	**Minimum investment return.** Enter 5% of line 5	6	228,028.

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	228,028.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,945.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,945.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	224,083.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	224,083.
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	224,083.

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	303,250.
b	Program-related investments - total from Part IX-B	1b	
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	303,250.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	303,250.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					224,083.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20 09 ,20 08 ,20 07					
3 Excess distributions carryover, if any, to 2011					
a From 2006	85,372.				
b From 2007	345,095.				
c From 2008	524,774.				
d From 2009	203,181.				
e From 2010	150,782.				
f Total of lines 3a through e		1,309,204.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 303,250.					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2011 distributable amount					224,083.
e Remaining amount distributed out of corpus		79,167.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,388,371.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
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 2006 not applied on line 5 or line 7 (see instructions)		85,372.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,302,999.			
10 Analysis of line 9					
a Excess from 2007	345,095.				
b Excess from 2008	524,774.				
c Excess from 2009	203,181.				
d Excess from 2010	150,782.				
e Excess from 2011	79,167.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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))

N/A

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

N/A

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

ATTACHMENT 9

b The form in which applications should be submitted and information and materials they should include

ATTACHMENT 10

c Any submission deadlines

ATTACHMENT 11

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

NONE

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*				
ATTACHMENT 12				
Total . . . . . . ▶ **3a**				303,250.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	531120		14	205,174.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000		18	-4,360	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				200,814.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 200,814.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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] | 11/8/12 | ▶ VP Sec CPF

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANDREW K. MAUDE	[signature]	OCT 31 2012		P00706613

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 191 PEACHTREE STREET, SUITE 2000 ATLANTA, GA 30303-1924 — Phone no 404-220-1500

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: COUSINS PROPERTIES FOUNDATION, INC.

Employer identification number: 20-3982777

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-6,446.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-6,446.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	2,086.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	2,086.

Part III Summary of Parts I and II — Caution: *Read the instructions before completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-6,446.
14 **Net long-term gain or (loss):**				
a Total for year	14a			2,086.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-4,360.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 ..... 16 (3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20 If zero or less, enter -0-			22		
23	Subtract line 22 from line 17 If zero or less, enter -0-			23		
24	Enter the **smaller** of the amount on line 17 or $2,300			24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25		
26	Subtract line 25 from line 24			26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29	Subtract line 28 from line 27			29		
30	Multiply line 29 by 15% (15)				30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32	Add lines 30 and 31				32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: COUSINS PROPERTIES FOUNDATION, INC.

Employer identification number: 20-3982777

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a MERRILL LYNCH ACCT 706-03420 SEE ATTACHMENT	VARIOUS	VARIOUS	2,172.	1,772.	400.
MERRILL LYNCH ACCT 706-04325 SEE ATTACHMENT	VARIOUS	VARIOUS	33,380.	37,953.	-4,573
MERRILL LYNCH ACCT 706-04294 SEE ATTACHMENT	VARIOUS	VARIOUS	25,926.	28,199.	-2,273.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -6,446.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
1F1221 2 000
5NN3TL 2591 V 11-6

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a MERRILL LYNCH ACCT 706-04320 SEE ATTACHMENT	VARIOUS	VARIOUS	18,751.	11,899.	6,852.
MERRILL LYNCH ACCT 706-03425 SEE ATTACHMENT	VARIOUS	VARIOUS	90,802.	90,500.	302.
MERRILL LYNCH ACCT 706-04294 SEE ATTACHMENT	VARIOUS	VARIOUS	15,394.	20,462.	-5,068.

6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 2,086.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MERRILL LYNCH ACCT 706-03420 SEE ATTACH						
2,172.		1,772.					400.	
		MERRILL LYNCH ACCT 706-04320 SEE ATTACH						
18,751		11,899.					6,852.	
		MERRILL LYNCH ACCT 706-04325 SEE ATTACH						
33,380.		37,953.					-4,573.	
		MERRILL LYNCH ACCT 706-03425 SEE ATTACH						
90,802.		90,500.					302.	
		MERRILL LYNCH ACCT 706-04294 SEE ATTACH						
25,926.		28,199.					-2,273.	
		MERRILL LYNCH ACCT 706-04294 SEE ATTACH						
15,394.		20,462.					-5,068.	
TOTAL GAIN(LOSS)		....					-4,360.	

Primary Account: 706-03419

YOUR MONTHLY INCOME & GAIN/(LOSS) REVIEW

December 01, 2011 - December 30, 2011

INCOME SUMMARY

	This Report					Year to Date				
Account No	Tax-Exempt Interest	Taxable Interest	Tax-Exempt Dividends	Taxable Dividends •	Total This Report Income	Tax-Exempt Interest	Taxable Interest	Tax-Exempt Dividends	Taxable Dividends •	Total YTD Income
Non-Retirement										
706-03419	-	127	-	-	**127**	-	2,848	-	168 261	**171,110**
706-03420	-	1	-	251	**252**	-	19	-	2,096	**2,115**
706-03421	-	-	-	3 555	**3.555**	-	12	-	6,089	**6,101**
706-03425	-	1	-	767	**768**	-	32	-	3,907	**3,939**
706 04294	-	10	-	2,310	**2.321**	-	154	-	19,656	**19.809**
TOTAL	-	$139	-	$6,884	**$7,023**	-	$3,065	-	$200,009	**$203,074**

• Dividends may include long term capital gain distributions

GAIN/(LOSS) SUMMARY

	Realized Gains/(Losses)				Long Term Capital Gain Distributions	Unrealized Gains/(Losses)	
Account No	This Report Short Term	YTD Short Term	This Report Long Term	YTD Long Term	Year To Date	Short Term	Long Term
Non-Retirement							
706-03419	-	-	-	-	-	(2 09)	716,605.69
706-03420	254 72	399 46	(430 21)	6,851.93	-	427 92	22 316 99
706-03421	-	-	-	-	-	(1 09)	(148,696 37)
706-03425	(1 598 17)	(4,572 79)	626 24	302 69	-	1,040 00	3 452 00
706-04294	(1,746.83)	(2,273 30)	(5,067 87)	(5,067 87)	38 52	490.52	17,661 56
TOTAL	**($3,090.28)**	**($6,446.63)**	**($4,871.84)**	**$2,086.75**	**$38.52**	**$1,955.26**	**$611,339.87**

00 17 8135? IPS5000 05 7011

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME	205,174.	205,174.
PASSTHROUGH INTEREST INCOME	6.	6.
PASSTHROUGH DIVIDEND INCOME	2,426.	2,426.
TOTAL	207,606.	207,606.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	530.	530.		
TOTALS	530.	530.		

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BUSINESS TAXES AND LICENSES	50.	50.
TOTALS	50.	50.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS	7,222.	7,222.
EXPENSES FROM PASS THROUGH	2,531.	2,531.
TOTALS	9,753.	9,753.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH ACCOUNTS	2,716,585.	3,345,680.
TOTALS	2,716,585.	3,345,680.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
THE ENDOWMENT TEI FUND, L.P.	240,297.	234,194.
TOTALS	240,297.	234,194.

ATTACHMENT 7

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
FMV ADJUSTMENT		8,252.
	TOTAL	8,252.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
LARRY L. GELLERSTEDT III 191 PEACHTREE STREET, STE 500 ATLANTA, GA 30303	PRESIDENT, CEO, DIRECTOR	0	0	0
GREGG ADZEMA 191 PEACHTREE STREET, STE 500 ATLANTA, GA 30303	EXECUTIVE VP, CFO, DIRECTOR	0	0	0
	GRAND TOTALS	0		

ATTACHMENT 9

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ROBERT M. JACKSON
191 PEACHTREE STREET, SUITE 500
ATLANTA, GA 30303
404-407-1000

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

COUSINS PROPERTIES FOUNDATION, INC. DOES NOT USE A FORMAL APPLICATION FORM. SEE ATTACHMENT "NARRATIVE DESCRIPTION OF ACTIVITIES" FOR EXPLANATION OF GRANT REQUEST CONSIDERATION (ATTACHMENT 13).

ATTACHMENT 11

990PF, PART XV - SUBMISSION DEADLINES

GRANT REQUESTS ARE CONSIDERED ON A ROLLING BASIS THROUGHOUT THE FISCAL YEAR.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOODRUFF ARTS CENTER 1280 PEACHTREE STREET NE ATLANTA, GA 30309	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	20,000
UNITED WAY 100 EDGEWOOD AVENUE ATLANTA, GA 30303	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	27,500.
GEORGIA CHAMBER OF COMMERCE 233 PEACHTREE STREET NE SUITE 2000 ATLANTA, GA 30303	NOT RELATED SEC 501(C)(6) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	30,000.
EAST LAKE COMMUNITY FOUNDATION 2606 ALSTON DRIVE ATLANTA, GA 30317	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	50,000.
CHILDREN'S HEALTHCARE OF ATLANTA 1600 TULLIE CIRCLE NE ATLANTA, GA 30329	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	1,000.
GEORGIA RESEARCH ALLIANCE THE HURT BUILDING 50 HURT PLAZA, SUITE 1220 ATLANTA, GA 30303	NOT RELATED. SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	6,250.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMERCE CLUB FOUNDATION 133 PEACHTREE ST NE, SUITE 4400 FOUNDATION TREASURER TOM BARKIN, MCKINSEY & CO ATLANTA, GA 30303	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	5,000
BOYS & GIRLS CLUB OF METRO ATLANTA 100 EDGEWOOD AVENUE NE SUITE 700 ATLANTA, GA 30303	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	5,500.
WEXNER CENTER FOUNDATION 22 EAST 16TH AVENUE 2ND FLOOR COLUMBUS, OH 43201	NOT RELATED SEC. 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	2,500.
BIG BROTHERS BIG SISTERS OF METRO ATLANTA 100 EDGEWOOD AVENUE ATLANTA, GA 30303	NOT RELATED. SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	5,000
CHASTAIN PARK CONSERVANCY 4001 POWERS FERRY ROAD ATLANTA, GA 30342	NOT RELATED SEC. 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	1,000
GEORGIA PARTNERSHIP FOR EXCELLENCE 233 PEACHTREE STREET SUITE 2000 ATLANTA, GA 30303	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEORGIA APPLESEED 1100 PEACHTREE STREET, SUITE 2800 ATLANTA, GA 30309	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	500
GEORGIA METH PROJECT 3625 CUMBERLAND BLVD, SUITE 980 ATLANTA, GA 30339	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	500
GRADY HEALTH FOUNDATION 50 HURT PLAZA, SUITE 803 ATLANTA, GA 30303	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	10,000
ATLANTA POLICE FOUNDATION 127 PEACHTREE STREET, SUITE 710 ATLANTA, GA 30303	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	5,000
LIVABLE COMMUNITIES COALITION 10 PEACHTREE PLACE, SUITE 610 ATLANTA, GA 30309	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	10,000.
EMORY HEALTHCARE MARKETING OFFICE OF DEVELOPMENT 1440 CLIFTON ROAD, NE SUITE 196 ATLANTA, GA 30322	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	7,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SACRED HEART CULTURAL CENTER 1301 GREENE STREET AUGUSTA, GA 30901	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	10,000
FORWARD ATLANTA C/O METRO CHAMBER OF COMMERCE 235 ANDREW YOUNG INTERNATIONAL BLVD ATLANTA, GA 30303	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	50,000
GEORGIA COUNCIL ON ECONOMIC EDUCATION P.O BOX 1619 ATLANTA, GA 30301	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	1,000.
THE COMMUNITY FOUNDATION FOR GREATER ATLANTA 50 HURT PLAZA, SUITE 449 ATLANTA, GA 30030	NOT RELATED SEC. 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	10,000
THE HERNDON FOUNDATION 60 PIEDMONT AVE NE C/O THE INTEGRAL GROUP ATLANTA, GA 30303	NOT RELATED. SEC. 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	1,000
QUALITY OF LIFE FOUNDATION OF AUSTIN 210 BARTON SPRINGS ROAD SUITE 400 AUSTIN, TX 78704	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	30,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PIEDMONT PARK CONSERVANCY P.O. BOX 7795 ATLANTA, GA 30357	NOT RELATED SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	1,500
ZOO ATLANTA 800 CHEROKEE AVE SE ATLANTA, GA 30315	NOT RELATED. SEC 501(C)(3) EXEMPT ORGANIZATION	CHARITABLE CONTRIBUTIONS	10,000
		TOTAL CONTRIBUTIONS PAID	303,250

Narrative Description of Activities

The Cousins Properties Foundation (the "Foundation") was formed on December 23, 2005 as a Georgia non-profit corporation. The Foundation is a grant making organization that seeks to support qualified charitable organizations and initiatives that stabilize and sustain communities through social welfare programs. The Foundation intends to provide financial support to successful applicants, where applicants will be qualified 501(c)(3) organizations, except those organizations described in 509(a)(3) of the Internal Revenue Code. The Foundation is the product of the historical practice of charitable contributions by Cousins Properties Incorporated, a Georgia corporation, Cousins Real Estate Corporation, a Georgia corporation ("CREC") and their associated companies. It is intended that the Foundation will better organize the corporate practice of charitable contribution and will focus funds and energies on targeted efforts and issues.

The Foundation considers grant requests on a rolling basis throughout the fiscal year. Upon receipt of a grant application, the Foundation officers evaluate the grant requests and then review the request and evaluation with the President of the Foundation. The President of the Foundation then determines whether, when and how much to grant with respect to each request, taking into consideration the recommendation of the Foundation officers. Successful applicants will demonstrate substantive programming that improves the conditions and social welfare of the targeted communities. In addition, grant making criteria include demonstration that the activities selected for funding will result in a sustainable and measurable improvement in the target community. While unsolicited grants may be reviewed, the Foundation intends to focus its grant making on the Southeastern and Southwestern United States, but may make grants in other geographic areas. Since its formation, the Foundation has made grants to several 501(c)(3) organizations.

The Foundation is controlled by a board of directors designated by CREC. CREC is the sole contributor to the Foundation. The Foundation anticipates that CREC may make future grants to the Foundation. However, CREC is not obligated to make any future contributions, and the Foundation is not dependent upon any such future grants to pursue its mission. In addition, the Foundation does not intend to solicit or accept contributions from any other person.

The Foundation operates through the offices of CREC in Atlanta, Georgia. The officers of the Foundation are all also officers of CREC. The Foundation does not compensate or otherwise reimburse CREC for the cost of any service provided by the officers. Further, the Foundation does not compensate or reimburse CREC for the cost of the use of space or office overhead related to the Foundation acuities.

The Foundation does not intend to engage in any direct service activities, and it will dedicate 100% of its time to the provision of grants to qualified organizations. Further, the Foundation does not intend to engage in any prohibited activities, including lobbying or otherwise influencing legislation. The Foundation does not discriminate in its determination of grant recipients nor will it support any organizations that discriminate on the basis of race, class, color, religion or national origin. The Foundation will not make grants to individuals.

Form **8868**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See Instructions	Name of exempt organization or other filer, see instructions. COUSINS PROPERTIES FOUNDATION, INC.	Employer identification number (EIN) or ☐ 20-3982777
	Number, street, and room or suite no. If a P.O. box, see instructions. 191 PEACHTREE STREET NE, SUITE 500	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions ATLANTA, GA 30303	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ COUSINS PROPERTIES INCORPORATED

Telephone No. ▶ 404-407-1000 FAX No. ▶ 404-407-1002

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 20 11 or

▶ ☐ tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 3,947
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 18,702
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	COUSINS PROPERTIES FOUNDATION, INC.	☐ 20-3982777
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	191 PEACHTREE STREET NE, SUITE 500	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ATLANTA, GA 30303	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ COUSINS PROPERTIES INCORPORATED

Telephone No. ▶ 404-407-1000 FAX No. ▶ 404-407-1002

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box . . . ▶ ☐. If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 20 12.

5 For calendar year 2011, or other tax year beginning ______, 20 ___, and ending ______, 20 ___.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 3,947
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 18,702
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.00

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Senior Vice President Date ▶ 7/18/12