



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

**2011**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE BBC FOUNDATION</b>		A Employer identification number <b>58-1577719</b>
Number and street (or P O box number if mail is not delivered to street address) <b>2 W WESLEY ROAD, NW</b>	Room/suite <b>10</b>	B Telephone number <b>404-760-0400</b>
City or town, state, and ZIP code <b>ATLANTA, GA 30305</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>1,613,014.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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				<b>N/A</b>	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		<b>32,463.</b>	<b>32,463.</b>		<b>STATEMENT 1</b>
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<b>45,120.</b>			
b Gross sales price for all assets on line 6a <b>331,716.</b>					
7 Capital gain net income (from Part IV, line 2)			<b>45,120.</b>		
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		<b>77,583.</b>	<b>77,583.</b>		
13 Compensation of officers, directors, trustees, etc		<b>0.</b>	<b>0.</b>		<b>0.</b>
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees <b>STMT 2</b>		<b>2,975.</b>	<b>0.</b>		<b>0.</b>
c Other professional fees <b>STMT 3</b>		<b>16,447.</b>	<b>16,297.</b>		<b>0.</b>
17 Interest					
18 Taxes <b>STMT 4</b>		<b>1,389.</b>	<b>676.</b>		<b>0.</b>
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 5</b>		<b>291.</b>	<b>7.</b>		<b>0.</b>
24 Total operating and administrative expenses. Add lines 13 through 23		<b>21,102.</b>	<b>16,980.</b>		<b>0.</b>
25 Contributions, gifts, grants paid		<b>77,000.</b>			<b>77,000.</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>98,102.</b>	<b>16,980.</b>		<b>77,000.</b>
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<b>-20,519.</b>			
b Net investment income (if negative, enter -0-)			<b>60,603.</b>		
c Adjusted net income (if negative, enter -0-)				<b>N/A</b>	

SCANNED MAY 24 2012

A

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	111,377.	14,381.	14,381.
	2 Savings and temporary cash investments	9,474.	26,625.	26,625.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	733,689.	699,964.	823,689.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	663,831.	756,882.	748,319.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers)	1,518,371.	1,497,852.	1,613,014.	
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 ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	1,518,371.	1,497,852.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	1,518,371.	1,497,852.		
31 Total liabilities and net assets/fund balances	1,518,371.	1,497,852.		

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	1,518,371.
2 Enter amount from Part I, line 27a	2	-20,519.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,497,852.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,497,852.

**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 ATTACHED		VARIOUS	VARIOUS
b SEE ATTACHED		VARIOUS	VARIOUS
c GNMA		12/31/11	12/31/11
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,386.		1,528.	-142.
b 323,915.		284,788.	39,127.
c 280.		280.	0.
d 6,135.			6,135.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-142.
b			39,127.
c			0.
d			6,135.
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	45,120.
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	77,500.	1,653,966.	.046857
2009	98,296.	1,534,965.	.064038
2008	108,853.	1,500,060.	.072566
2007	111,476.	2,240,962.	.049745
2006	99,408.	2,084,686.	.047685

2 Total of line 1, column (d)	2	.280891
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	.056178
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,702,769.
5 Multiply line 4 by line 3	5	95,658.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	606.
7 Add lines 5 and 6	7	96,264.
8 Enter qualifying distributions from Part XII, line 4	8	77,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,212.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,212.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,212.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	711.
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	711.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	501.
10	<b>Overpayment</b> 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: <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

N/A

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► JOHN B. WARREN, JR., CPA Telephone no. ► 404 816 1436 Located at ► 3715 NORTHSIDE PARKWAY 4-575, ATLANTA, GA ZIP+4 ► 30327			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			
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 ►		Yes	No
		15	N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		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?		X
		4b	

**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)? 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? N/A  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b  Yes  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  Yes  No N/A

**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 8		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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

**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	1,685,752.
b	Average of monthly cash balances	1b	42,947.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,728,699.
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	1,728,699.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,930.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,702,769.
6	<b>Minimum investment return</b> Enter 5% of line 5	6	85,138.

**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	85,138.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,212.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,212.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	83,926.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	83,926.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	83,926.

**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	77,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	77,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	77,000.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				83,926.
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	10,612.			
b From 2007	-1,422.			
c From 2008	1,751.			
d From 2009	21,205.			
e From 2010				
f Total of lines 3a through e	32,146.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 77,000.				
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				77,000.
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))	6,926.			6,926.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	25,220.			
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	3,686.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	21,534.			
10 Analysis of line 9:				
a Excess from 2007	-1,422.			
b Excess from 2008	329.			
c Excess from 2009	21,205.			
d Excess from 2010				
e Excess from 2011	1,422.			

**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:

**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 <i>Paid during the year</i>  ALLIED ARTS OF CHATTANOOGA 406 FRAZIER AVENUE CHATTANOOGA, TN 37405	NONE	PUBLIC CHARITY	OPERATING FUNDS	10,000.
ATLANTA BOTANICAL GARDEN 1345 PIEDMONT AVENUE ATLANTA, GA 30309	NONE	PUBLIC CHARITY	OPERATING FUNDS	2,500.
BRIGHT SCHOOL 1950 HIXSON PIKE CHATTANOOGA, TN 37405	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
CADAS 207 SPEARS AVENUE CHATTANOOGA, TN 37405	NONE	PUBLIC CHARITY	OPERATING FUNDS	2,000.
CATOOSA CITIZENS FOR LITERACY 36 MUSCOGEE TRAIL RINGGOLD, GA 30736	NONE	PUBLIC CHARITY	OPERATING FUNDS	2,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>77,000.</b>
b <i>Approved for future payment</i>				
NONE				
<b>Total</b>				<b>0.</b>





**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
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA, TN 37406	NONE	PUBLIC CHARITY	OPERATING FUNDS	2,000.
CHATTANOOGA COMMUNITY KITCHEN PO BOX 11203 CHATTANOOGA, TN 37401	NONE	PUBLIC CHARITY	OPERATING FUNDS	2,000.
CHILD ADVOCACY CENTER OF MARSHALL COUNTY 825 GUNTER AVENUE GUNTERSVILLE, AL 35976	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
COLLEGE HEIGHTS FOUNDATION 1906 COLLEGE HEIGHTS BLVD BOWLING GREEN, KY 42101	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
CONTACT OF CHATTANOOGA 6221 VANCE ROAD CHATTANOOGA, TN 37421	NONE	PUBLIC CHARITY	OPERATING FUNDS	2,500.
FOUNDATION FOR NEUROLOGICAL DISEASES IN HONOR OF KEVIN DRUMMOND 10 STATE STREET NEWBURYPOST, MA 01950	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
GIRLS PREPARATORY SCHOOL PO BOX 4736 CHATTANOOGA, TN 37405	NONE	PUBLIC CHARITY	OPERATING FUNDS	4,000.
JUVENILE DETENTION UNIT 1600 E 3RD STREET CHATTANOOGA, TN 37404	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
MAKE A WISH FOUNDATION 510 S WILLOW STREET CHATTANOOGA, TN 37404	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,500.
ORANGE GROVE CENTER 615 DERBY STREET CHATTANOOGA, TN 37404	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
<b>Total from continuation sheets</b>				<b>59,500.</b>

**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
PATH FOUNDATION PO BOX 14327 ATLANTA, GA 30324	NONE	PUBLIC CHARITY	OPERATING FUNDS	2,500.
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
ROOM IN THE INN 230 N HIGHLAND PARK AVENUE CHATTANOOGA, TN 37404	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
SHEPHERD CENTER FOUNDATION 2020 PEACHTREE ROAD ATLANTA, GA 30309	NONE	PUBLIC CHARITY	OPERATING FUNDS	5,000.
THE APPLE FOUNDATION PO BOX 129 GUNTERSVILLE, AL 35976	NONE	PUBLIC CHARITY	OPERATING FUNDS	2,000.
TRUST FOR PUBLIC LAND 600 WEST PEACHTREE ST NW SUITE 1840 ATLANTA, GA 30308	NONE	PUBLIC CHARITY	OPERATING FUNDS	2,000.
UNITED WAY OF CHATTANOOGA PO BOX 4027 CHATTANOOGA, TN 37405	NONE	PUBLIC CHARITY	OPERATING FUNDS	21,000.
VANDERBILT SCHOOL OF ENGINEERING PMB 401531 NASHVILLE, TN 37235	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
WALTER E. BOEHM BIRTH DEFECTS CENTER 975 E THIRD STREET CHATTANOOGA, TN 37402	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
YMCA 301 WEST SIXTH STREET CHATTANOOGA, TN 37402	NONE	PUBLIC CHARITY	OPERATING FUNDS	1,000.
<b>Total from continuation sheets</b>				



FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
UBS	38,598.	6,135.	32,463.	
TOTAL TO FM 990-PF, PART I, LN 4	38,598.	6,135.	32,463.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEE	2,975.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	2,975.	0.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	16,447.	16,297.		0.	
TO FORM 990-PF, PG 1, LN 16C	16,447.	16,297.		0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	676.	676.		0.	
INTERNAL REVENUE SERVICE	713.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,389.	676.		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	
UBS INVESTMENT EXPENSES	7.	7.			0.
ADMINISTRATIVE EXPENSES	284.	0.			0.
TOTAL TO FORM 990-PF, PG 1, LN 23	291.	7.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK	699,964.	823,689.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	699,964.	823,689.		

FORM 990-PF	OTHER INVESTMENTS			STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE		
FIXED INCOME INVESTMENTS	COST	432,904.	455,972.		
ALTERNATIVE STRATEGIES INVESTMENTS	COST	323,978.	292,347.		
ASSET BACKED SECURITIES	COST	0.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 13		756,882.	748,319.		

FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT      8  
    TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BETSY J. F. PATTON 519 NORTH BRAGG AVENUE LOOKOUT MOUNTAIN, TN 37350	VICE CHAIRMAN AND TRUSTEE 0.00	0.	0.	0.
JAMES E. PRICKETT 2 W WESLEY ROAD UNIT 10 ATLANTA, GA 30305	CHAIRMAN AND TRUSTEE 0.00	0.	0.	0.
KNOX S. FARMER 898 BATTLEFIELD PARKWAY FT. OGLETHORPE, GA 30742	VICE CHAIRMAN AND TRUSTEE 0.00	0.	0.	0.
ELIZABETH F. BLACK 3639 BRASHERS CHAPEL ROAD GUNTERSVILLE, AL 35976	TRUSTEE 0.00	0.	0.	0.
CLAY G. PRICKETT 404 S GRANT STREET DENVER, CO 80209	TRUSTEE 0.00	0.	0.	0.
ALLISON F. PRICKETT 106 WEST CARR STREET CARRBORO, NC 27510	TRUSTEE 0.00	0.	0.	0.
CARL J. ARNOLD 55 LAKESHORE LANE CHATTANOOGA, TN 37415	SECRETARY 0.00	0.	0.	0.
H. C. E. JOHNSON, JR. 4 CLIFF TOP LANE CHATTANOOGA, TN 37410	VICE CHAIRMAN 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Account Number CC 29165 01  
 Your Financial Advisor or Contact  
 THE ROGERS/MENHAM GROUP  
 423-267-1813/800-669-2723

UBS Financial Services Inc.  
 2011 Informational Statement

P3101L0000022400008799-X1

**Short-Term Gain/Loss-Cost Basis Not Reported to IRS**

This section includes securities held for less than one year. Type "B" activity was reported by UBS to the IRS on Form 1099-B without cost basis, proceeds only, even though cost basis is displayed here

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date		Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
				Acquired	Sold					
AMERICAN FUNDS GROWTH FUND OF AMERICA CLASS F	Trade	50 6770		12/22/10	10/06/11		1,385 51	1,527 91	(142 40)	
<b>Sub Total</b>							<b>\$1,385.51</b>	<b>\$1,527.91</b>	<b>\$(142.40)</b>	
<b>Total Short-Term Gain/Loss</b>							<b>\$1,385.51</b>	<b>\$1,527.91</b>	<b>\$(142.40)</b>	

**Long-Term Gain/Loss-Cost Basis Not Reported to IRS**

This section includes securities held for more than one year. Type "B" activity was reported by UBS to the IRS on Form 1099-B without cost basis

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date		Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
				Acquired	Sold					
AMERICAN FUNDS GROWTH FUND OF AMERICA CLASS F	Trade	15 8720		08/18/09	06/15/11		479 81	385 21	94 60	
	Trade	5,833 2080		08/18/09	10/06/11		159,479 91	141,571 96	17,907 95	
	Trade	306 4140		09/16/09	10/06/11		8,377 36	8,006 60	370 76	
	Trade	52 9810		12/22/09	10/06/11		1,448 50	1,428 90	19 60	
<b>Sub-Total</b>		<b>6,208.4750</b>					<b>169,785.58</b>	<b>151,392.67</b>	<b>18,392.91</b>	
DAVIS NEW YORK VENTURE FD CL A	Trade	4 7110		08/18/09	06/15/11		159 88	128 19	31 69	
DAVIS REAL ESTATE FUND CLASS A	Trade	395 6800		08/18/09	06/15/11		9,832 64	6,441 67	3,390 97	

continued next page

Account Number CC 29165 01  
 Your Financial Advisor or Contact  
 THE ROGERS/MENHAM GROUP  
 423-267-1813/800-669-2723

UBS Financial Services Inc.

2011 Informational Statement

P3101L0000022400008800-X1

Long-Term Gain/Loss-Cost Basis Not Reported to IRS (continued)

This section includes securities held for more than one year. Type "B" activity was reported by UBS to the IRS on Form 1099-B without cost basis.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase Date		Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
				Acquired	Sold				
FIDELITY ADVISOR MID CAP GROWTH FUND CLASS A	Trade	812,2340		08/18/09	06/15/11	9,990.48	6,944.60	3,045.88	
FRANKLIN/TEMPLETON GLOBAL BOND FUND CLASS A	Trade	51,6170		08/18/09	06/15/11	713.87	625.60	88.27	
	Trade	543,0400		08/18/09	10/06/11	6,907.47	6,581.64	325.83	
Sub-Total		594,6570				7,621.34	7,207.24	414.10	
GOLDMAN SACHS HIGH YIELD INCOME FUND CLASS A	Trade	725,8210		08/18/09	06/15/11	5,305.75	4,645.25	660.50	
	Trade	289,8330		08/18/09	10/06/11	1,892.61	1,854.93	37.68	
Sub-Total		1,015,6540				7,198.36	6,500.18	698.18	
GUGGENHEIM MANAGED FUTURES STRATEGY FUND A	Trade	611,1150		08/18/09	10/06/11	15,033.42	16,555.11	(1,521.69)	
JP MORGAN HIGHBRIDGE STAT MARKET NEUTRAL FUND A	Trade	11,3270		08/18/09	06/15/11	173.07	181.46	(8.39)	
	Trade	607,7690		08/18/09	10/06/11	8,940.28	9,736.46	(796.18)	
Sub-Total		619,0960				9,113.35	9,917.92	(804.57)	
JP MORGAN MID CAPVALUE FUND CLASS A	Trade	429,0840		08/18/09	06/15/11	10,233.66	7,161.41	3,072.25	
LAZARD EMERGING MARKET PORTFOLIO-OPEN SHARES	Trade	240,1780		08/18/09	06/15/11	5,151.81	3,797.21	1,354.60	
	Trade	602,5720		08/18/09	10/06/11	10,780.02	9,526.66	1,253.36	
Sub-Total		842,7500				15,931.83	13,323.87	2,607.96	
LOOMIS SAYLES STRATEGIC INCOME FUND CLASS A	Trade	663,9010		08/18/09	06/15/11	10,170.96	8,471.38	1,699.58	
	Trade	432,4130		08/18/09	10/06/11	6,166.21	5,517.59	648.62	
Sub-Total		1,096,3140				16,337.17	13,988.97	2,348.20	
OPPENHEIMER DISCOVERY FD	Trade	193,4860		08/18/09	06/15/11	11,663.32	7,304.10	4,359.22	

continued next page

Account Number CC 29165 01  
 Your Financial Advisor or Contact  
 THE ROGERS/MENHAM GROUP  
 423-267-1813/800-669-2723

UBS Financial Services Inc.

2011 Informational Statement

P3101L0000022400008801-X1

**Long-Term Gain/Loss-Cost Basis Not Reported to IRS (continued)**

This section includes securities held for more than one year Type "B" activity was reported by UBS to the IRS on Form 1099-B without cost basis

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date		Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
				Date Acquired	Date					
THORNBURG INTERNATIONAL VALUE FUND CLASS A	Trade	40 6970		08/18/09	06/15/11		1,167 59	911 61	255 98	
	Trade	1,199 5450		08/18/09	10/06/11		27,889 41	26,869 81	1,019 60	
	Sub-Total	1,240,2420					29,057.00	27,781.42	1,275.58	
VIRTUS MULTI-SECTOR SHORT TERM BOND FUND - CLASS A	Trade	1,225 9010		08/18/09	06/15/11		5,957 88	5,393 96	563.92	
WILLIAM BLAIR SMALL CAP VALUE FUND N	Trade	453 1180		08/18/09	06/15/11		5,999 28	4,218 53	1,780 75	
<b>Sub Total</b>							<b>\$323,915.19</b>	<b>\$284,259.84</b>	<b>\$39,655.35</b>	
<b>Total Long-Term Gain/Loss</b>							<b>\$323,915.19</b>	<b>\$284,259.84</b>	<b>\$39,655.35</b>	

**Unclassified Gain/Loss**

This section includes securities that cannot be classified as short-term or long-term due to missing information or the product is one for which a gain/loss calculation is not provided. This section may also include securities not reported on Form 1099-B, as well as securities classified as a percentage of both short-term and long-term holding periods, the "60/40 rule" Broad-Based index options may also be subject to Mark-to-Market rules. Please consult your tax advisor for proper tax treatment of these types of transactions

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date		Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks
				Date Acquired	Date					
GNMA PL 321823X 07 5000 DUE 09/15/22 FACTOR 0 008362010000	Return of Principal			12/31/11	12/31/11		280 26		Unclassified Gain/Loss	**
<b>Total Unclassified Gain/Loss</b>							<b>280.26</b>			

\*\*Indicates corrected item.