



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



Form 990-PF

## Return of Private Foundation

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

2011

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 01-01-2011, and ending 12-31-2011

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

Name of foundation  
THE THARPE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) 3796 APSLEY CT SE Room/suite

City or town, state, and ZIP code  
ATLANTA, GA 30339

**H** Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 522,987** **J** Accounting method  Cash  Accrual  
 Other (specify) *(Part I, column (d) must be on cash basis.)*

**A** Employer identification number  
58-1858404

**B** Telephone number (see page 10 of the instructions)  
(770) 434-9790

**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here    
 2. Foreign organizations meeting the 85% test, check here and attach computation

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

**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 page 11 of the instructions))*

		(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 (attach schedule)				
2	Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
3	Interest on savings and temporary cash investments	24	24	24	
4	Dividends and interest from securities. . . . .	17,401	17,401	17,401	
5a	Gross rents . . . . .				
b	Net rental income or (loss) . . . . .				
6a	Net gain or (loss) from sale of assets not on line 10	69,033			
b	Gross sales price for all assets on line 6a 475,127				
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) . . . . .	566		566	
12	<b>Total.</b> Add lines 1 through 11 . . . . .	87,024	17,425	17,991	

<b>Revenue</b>	13 Compensation of officers, directors, trustees, etc	5,499		
	14 Other employee salaries and wages . . . . .			
	15 Pension plans, employee benefits . . . . .			
	16a Legal fees (attach schedule) . . . . .			
	b Accounting fees (attach schedule) . . . . .	1,000		
	c Other professional fees (attach schedule) . . . . .			
	17 Interest . . . . .			
	18 Taxes (attach schedule) (see page 14 of the instructions)	245		
	19 Depreciation (attach schedule) and depletion . . . . .			
	20 Occupancy . . . . .			
	21 Travel, conferences, and meetings . . . . .			
	22 Printing and publications . . . . .			
	23 Other expenses (attach schedule) . . . . .	13		
	<b>24 Total operating and administrative expenses.</b>			
	Add lines 13 through 23 . . . . .	6,757	0	0
	25 Contributions, gifts, grants paid . . . . .	625,769		625,769
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	632,526	0	625,769
	27 Subtract line 26 from line 12			
	a <b>Excess of revenue over expenses and disbursements</b>	-545,502		
	b <b>Net investment income</b> (if negative, enter -0-) . . . . .		17,425	
	c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .			17,991

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )		
		End of year		
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .		731	731
2	Savings and temporary cash investments . . . . .	14,440	8,227	8,227
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 page 15 of the 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 . . . . .			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) . . . . .	999,923	505,118	514,029
c	Investments—corporate bonds (attach schedule) . . . . .	1,946		
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans . . . . .			
13	Investments—other (attach schedule) . . . . .			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►) . . . . .			
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,016,309	514,076	522,987
<b>Liabilities</b>				
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 ►) . . . . .		7,407	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		7,407	
<b>Net Assets or Fund Balances</b>				
	<b>Foundations that follow SFAS 117, check here ►</b>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b>			
	<b>and complete lines 27 through 31.</b>			
27	Capital stock, trust principal, or current funds . . . . .	1,016,309		
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		506,669	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,016,309	506,669	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,016,309	514,076	

**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	1,016,309
2	Enter amount from Part I, line 27a . . . . .	2	-545,502
3	Other increases not included in line 2 (itemize) ►	3	35,862
4	Add lines 1, 2, and 3 . . . . .	4	506,669
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	506,669

Part IV Capital Gains and Losses for Tax on Investment Income

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 page 18 of 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	64,404	1,058,037	0 060871
2009	63,910	1,086,907	0 058800
2008	75,694	1,279,599	0 059154
2007	66,390	1,576,573	0 042110
2006	67,216	1,454,791	0 046203
<b>2</b>	<b>Total</b> of line 1, column (d). . . . .		0 26713
<b>3</b>	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 . . .		0 05342
<b>4</b>	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .		506,36
<b>5</b>	Multiply line 4 by line 3. . . . .		27,05
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b). . . . .		17
<b>7</b>	Add lines 5 and 6. . . . .		27,22
<b>8</b>	Enter qualifying distributions from Part XII, line 4. . . . .		625,76

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 on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	174
Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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	174
3	Add lines 1 and 2. . . . .		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		
6	<b>Credits/Payments</b>	6a 6b 6c 6d	216
a	2011 estimated tax payments and 2010 overpayment credited to 2011		
b	Exempt foreign organizations—tax withheld at source . . . . .		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld . . . . .		
7	Total credits and payments Add lines 6a through 6d. . . . .	7	216
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <input type="checkbox"/>		
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"/>	42 11	42

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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	No
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)? . . . . .		
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____	2	No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4a 4b	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		
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	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> GA	7 8b	Yes
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		
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 on page 27)? <i>If "Yes," complete Part XIV</i> . . . . .	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

**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 page 20 of the instructions). . . . .	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13		No
Website address ► <u>NO NE</u>				
14	The books are in care of ► <u>LINDA THARPE</u> Telephone no ► <u>(770) 434-9790</u> Located at ► <u>3796 APSLEY CT SE ATLANTA GA</u> ZIP +4 ► <u>30339</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. . . . . ► <input type="checkbox"/> 15			
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	Yes	No
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? ► <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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? . . . . .	1c	
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 ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions) . . . . .	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 ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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). . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No
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	No

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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 page 22 of the instructions). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>5b</b></p>
<p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p> <p><b>c</b> 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? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>	
<p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p>	<p><b>6b</b></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .</p>
	<p><b>7b</b></p>

**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 page 22 of the instructions).

List all officers, directors, trustees, foundation managers and their compensation (See page 22 of the instructions).				
<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account other allowances
WELLS FARGO BANK NA WELLS FARGO BANK NA	TRUSTEE 40 00	5,499	0	
1525 WEST WT HARRIS BLVD 1525 WEST WT HARRIS BLVD CHARLOTTE NC 282881114				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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				
<b>Total</b> 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 page 23 of the instructions). If none, enter "NONE".**

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

**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	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

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 page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 505,118
b	Average of monthly cash balances. . . . .	1b 8,958
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c 0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b> 514,076
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. . . . .	3 514,076
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4 7,711
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 506,365
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6 25,318

**Part XI Distributable Amount** (see page 25 of the 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 25,318
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a 174
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b
c	Add lines 2a and 2b. . . . .	2c 174
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3 25,144
4	Recoveries of amounts treated as qualifying distributions. . . . .	4
5	Add lines 3 and 4. . . . .	5 25,144
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7 25,144

**Part XII Qualifying Distributions** (see page 25 of the 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 625,769
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 625,769
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 page 26 of the instructions). . . . .	5 174
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6 625,595

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				25,144
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only. . . . .			40,517	
<b>b</b> Total for prior years 20____, 2008, 2009				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006. . . . .				
<b>b</b> From 2007. . . . .				
<b>c</b> From 2008. . . . .				
<b>d</b> From 2009. . . . .				
<b>e</b> From 2010. . . . .				
<b>f Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 625,769				
<b>a</b> Applied to 2010, but not more than line 2a			40,517	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .				
<b>d</b> Applied to 2011 distributable amount. . . . .				25,144
<b>e</b> Remaining amount distributed out of corpus	560,108			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>	560,108			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . . . .				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2012.</b> Subtract lines 7 and 8 from line 6a. . . . .	560,108			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007. . . . .				
<b>b</b> Excess from 2008. . . . .				
<b>c</b> Excess from 2009. . . . .				
<b>d</b> Excess from 2010. . . . .				
<b>e</b> Excess from 2011. . . . .	560,108			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)****1 Information Regarding Foundation Managers:**

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

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

**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 page 28 of the 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	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
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b>			► 3a	625,769
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

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 or**

### **b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization. . . . .
- (2) Purchases of assets from a noncharitable exempt organization. . . . .
- (3) Rental of facilities, equipment, or other assets. . . . .
- (4) Reimbursement arrangements. . . . .
- (5) Loans or loan guarantees. . . . .
- (6) Performance of services or membership or fundraising solicitations. . . . .

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.**

**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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organization

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		
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>				
<p>*****</p>	<p>2012-05-10</p>	<p>*****</p>		
<p>Signature of officer or trustee</p>	<p>Date</p>	<p>Title</p>		
<p><b>Sign Here</b>  <b>Paid Preparer's Use Only</b></p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>Check if self-employed</p>	<p>PTIN</p>
	<p>SY FRANCIS CPA</p>	<p>2012-05-11</p>	<p><input checked="" type="checkbox"/></p>	<p></p>
	<p>Firm's name</p>	<p>FRANCIS KINGSLEY &amp; ASSOCIATES PC</p>	<p>Firm's EIN</p>	<p><input checked="" type="checkbox"/></p>
	<p>1225 JOHNSON FERRY RD BLDG 400</p>	<p></p>	<p></p>	<p></p>
<p>Firm's address</p>	<p>MARIETTA, GA 300682770</p>	<p>Phone no</p>	<p>(770) 579-0999</p>	

May the IRS discuss this return with the preparer shown above? See instructions . . . . .  Yes  No

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 58-1858404

**Name:** THE THARPE FOUNDATION

### Form 990PF - Special Condition Description:

**Special Condition Description**

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
NAME AND ADDRESS (HOME OR BUSINESS)				
<b>a Paid during the year</b>				
ALZHEIMER'S ASSOCIATION-GA 41 PERIMETER CENTER EAST 41 PERIMETER CENTER EAST ATLANTA, GA 30346	NONE	EXEMPT	GENERAL	1,583
ARMSTRONG FOUNDATION 2201 E 6TH ST 2201 E 6TH ST AUSTIN, TX 78702	NONE	EXEMPT	GENERAL	1,000
ARTHRITIS FOUNDATION 2970 PEACHTREE RD 200 2970 PEACHTREE RD 200 ATLANTA, GA 30305	NONE	EXEMPT	GENERAL	300
ATLANTA BOTANICAL GARDEN 1345 PIEDMONT AVE 1345 PIEDMONT AVE ATLANTA, GA 30309	NONE	EXEMPT	GENERAL	150
ATLANTA HISTORY CENTER 130 W PACES FERRY RD 130 W PACES FERRY RD ATLANTA, GA 30305	NONE	EXEMPT	GENERAL	150
CHEROKEE COUNTY RESCUE SQUAD 1035 DANIEL ST 1035 DANIEL ST CHEROKEE, AL 35616	NONE	EXEMPT	GENERAL	250
CROSSPOINT CHURCH 1800 SATELLITE BLVD 1800 SATELLITE BLVD DULUTH, GA 30097	NONE	EXEMPT	GENERAL	250
CURESEARCH 4600 EAST-WEST HWY 4600 EAST-WEST HWY BETHESDA, MD 20814	NONE	EXEMPT	GENERAL	250
DARLINGTON SCHOOL 1014 CAVE SPRING RD 1014 CAVE SPRING RD ROME, GA 30161	NONE	EXEMPT	GENERAL	7,000
DUKE MEDICINE 512 S MANGUM ST 400 512 S MANGUM ST 400 DURHAM, NC 27701	NONE	EXEMPT	GENERAL	500
FAITH LUTHERAN CHURCH 2111 LOWER ROSWELL RD 2111 LOWER ROSWELL RD MARIETTA, GA 30068	NONE	EXEMPT	GENERAL	1,500
HIGH MUSEUM OF ART 1280 PEACHTREE ST 1280 PEACHTREE ST ATLANTA, GA 30309	NONE	EXEMPT	GENERAL	150
HOLY INNOCENTS EPISCOPAL SCHOOL 805 MT VERNON HWY 805 MT VERNON HWY ATLANTA, GA 30327	NONE	EXEMPT	GENERAL	5,000
HUMANE SOCIETY OF HARRIS COUNTY PO BOX 264 PO BOX 264 HAMILTON, GA 31811	NONE	EXEMPT	GENERAL	500
KANSAS STATE ALUMNI ASSOCIATION 1720 ALUMNI CENTER 1720 ALUMNI CENTER MANHATTAN, KS 66506	NONE	EXEMPT	GENERAL	1,000
KAPPA KAPPA GAMMA FOUNDATION PO BOX 38 PO BOX 38 COLUMBUS, OH 43216	NONE	EXEMPT	GENERAL	100
MAKE-A-WISH FOUNDATION OF GEORGIA 1775 THE EXCHANGE 200 1775 THE EXCHANGE 200 ATLANTA, GA 30339	NONE	EXEMPT	GENERAL	1,500
MUST MINISTRIES 55 ELIZABETH CHURCH RD 55 ELIZABETH CHURCH RD MARIETTA, GA 30060	NONE	EXEMPT	GENERAL	250
NATIONAL KIDNEY FOUNDATION 2951 FLOWERS RD 2951 FLOWERS RD ATLANTA, GA 30341	NONE	EXEMPT	GENERAL	250
NATIONAL MULTIPLE SCLEROSIS SOC PO BOX 4527 PO BOX 4527 NEW YORK, NY 10163	NONE	EXEMPT	GENERAL	2,500
OPEN DOOR CHILDREN'S HOME PO BOX 2367 PO BOX 2367 ROME, GA 30164	NONE	EXEMPT	GENERAL	1,766
PACE ACADEMY 966 W PACES FERRY RD 966 W PACES FERRY RD ATLANTA, GA 30327	NONE	EXEMPT	GENERAL	1,500
PEACHTREE PRESBYTERIAN CHURCH 3434 ROSWELL RD 3434 ROSWELL RD ATLANTA, GA 30305	NONE	EXEMPT	GENERAL	1,500
RIVER WALK 1450 NORTHEAST LOOP 410 1450 NORTHEAST LOOP 410 SAN ANTONIO, TX 78209	NONE	EXEMPT	GENERAL	500
SHORTER UNIVERSITY 315 SHORTER AVE 315 SHORTER AVE ROME, GA 30165	NONE	EXEMPT	GENERAL	500
ST JUDE CHILDREN'S RESEARCH 501 ST JUDE PL 501 ST JUDE PL MEMPHIS, TN 38105	NONE	EXEMPT	GENERAL	1,000
THE JOY HOUSE PO BOX 247 PO BOX 247 JASPER, GA 30143	NONE	EXEMPT	GENERAL	2,000
THE MULTIPLE SCLEROSIS CENTER 3200 DUNWOODY CTR 550 3200 DUNWOODY CTR 550 ATLANTA, GA 30327	NONE	EXEMPT	GENERAL	500
COMMUNI FDN OF CHATTahoochee VALLEY 1340 13TH ST 1340 13TH ST COLUMBUS, GA 31901	NONE	EXEMPT	GENERAL	585,220
UNIVERSITY OF GEORGIA SCHOLARSHIPS 394 S MILLEGE AVE 394 S MILLEGE AVE ATHENS, GA 30602	NONE	EXEMPT	GENERAL	1,000

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
VALDOSTA STATE UNIV SCHOLARSHIPSVALDOSTA STATE UNIVERSITY VALDOSTA STATE UNIVERSITY VALDOSTA, GA 316980180	NONE	EXEMPT	GENERAL	1,000
VALDOSTA STATE UNIV SCHOLARSHIPSVALDOSTA STATE UNIV VALDOSTA STATE UNIV VALDOSTA, GA 316980180	NONE	EXEMPT	GENERAL	1,000
VALDOSTA STATE UNIV SCHOLARSHIPSVALDOSTA STATE UNIV VALDOSTA STATE UNIV VALDOSTA, GA 316980180	NONE	EXEMPT	GENERAL	1,000
VISION TRUSTPO BOX 50524 PO BOX 50524 COLORADO SPRINGS, CO 80949	NONE	EXEMPT	GENERAL	2,100
ZABAN COUPLES SHELTER1605 PEACHTREE ST 1605 PEACHTREE ST ATLANTA, GA 30309	NONE	EXEMPT	GENERAL	1,000
<b>Total.</b>			► 3a	625,769

## TY 2011 Accounting Fees Schedule

**Name:** THE THARPE FOUNDATION

**EIN:** 58-1858404

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	1,000			

## TY 2011 Compensation Explanation

**Name:** THE THARPE FOUNDATION**EIN:** 58-1858404

Person Name	Explanation
WELLS FARGO BANK NA	
WELLS FARGO BANK NA	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2011 Gain/Loss from Sale of Other Assets Schedule

**Name:** THE THARPE FOUNDATION

**EIN:** 58-1858404

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
768 786 SHS ING INT'L RL EST	2009-05	PURCHASE	2011-02		6,650	5,312			1,338	
750 751 SHS ING INT'L RL EST	2009-05	PURCHASE	2011-02		6,547	5,188			1,359	
2187 084 SHS ING REAL EST FUND	2008-07	PURCHASE	2011-02		32,850	31,211			1,639	
2207 795 SHS ING REAL EST FUND	2008-07	PURCHASE	2011-02		33,448	31,507			1,941	
1110 SHS ISHARESMSCI EAFE	2009-11	PURCHASE	2011-02		67,211	62,149			5,062	
300 SHS ISHARES RUSSELL 2000	2009-11	PURCHASE	2011-02		24,777	17,796			6,981	
670 SHS ISHARES RUSSELL 2000	2009-11	PURCHASE	2011-06		55,053	39,744			15,309	
7 SHS ISHARES RUSSELL 2000	2009-11	PURCHASE	2011-12		495	415			80	
1100 SHS ISHARES TR MSCI EMERGING MK	2009-11	PURCHASE	2011-02		49,567	45,441			4,126	
50 SHS ISHARES TR MSCI EMERGING MK	2009-11	PURCHASE	2011-06		2,342	2,066			276	
1609 442 SHS PIMCO COMMODITY REAL RE	2006-10	PURCHASE	2011-02		15,000	22,339			-7,339	
1591 599 SHS PIMCO COMMODITY REAL RE	2006-10	PURCHASE	2011-02		14,834	11,643			3,191	
139 665 SHS PIMCO COMMODITY REAL RE	2011-05	PURCHASE	2011-12		1,000	1,212			-212	
45 SHS SPDR S&P 500 ETF TRUST	2009-11	PURCHASE	2011-02		5,935	4,991			944	
200 SHS SPDR S&P 500 ETF TRUST	2009-11	PURCHASE	2011-02		26,736	22,182			4,554	
100 SHS SPDR S&P 500 ETF TRUST	2009-11	PURCHASE	2011-12		12,222	11,091			1,131	
100 SHS SPDR S&P MIDCAP 400 ETF TRUS	2009-11	PURCHASE	2011-02		17,741	12,599			5,142	
365 SHS SPDR S&P MIDCAP 400 ETF TRUS	2009-11	PURCHASE	2011-06		64,773	45,985			18,788	
3 SHS SPDR S&P MIDCAP 400 ETF TRUS	2009-11	PURCHASE	2011-12		459	378			81	
6 SHS WELLS FARGO CORP	2001-01	PURCHASE	2011-12		1				1	
CALL WRITE EEM @ 40 00		PURCHASE	2011-10		841	2,314			-1,473	
CALL WRITE EEM @ 41 00		PURCHASE	2011-09		628	102			526	
CALL WRITE EEM @ 43 00		PURCHASE	2011-12		169	77			92	
CALL WRITE EEM @ 44 00		PURCHASE			712	216			496	
CALL WRITE EEM @ 45 00		PURCHASE			379	75			304	
CALL WRITE EEM @ 47 00		PURCHASE			680	1,420			-740	
CALL WRITE EEM @ 48 00		PURCHASE			1,010	1,179			-169	
CALL WRITE EEM @ 49 00		PURCHASE			1,762	741			1,021	
CALL WRITE EEM @ 50 00		PURCHASE			2,423	595			1,828	
CALL WRITE EEM @ 52 00		PURCHASE			200	6			194	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
CALL WRITE EEM @ 61 00		PURCHASE			103	903			-800	
CALL WRITE EEM @ 62 00		PURCHASE			2,648	348			2,300	
CALL WRITE EEM @ 63 00		PURCHASE	2011-02		1,213	232			981	
CALL WRITE EEM @ 74 00		PURCHASE	2011-09		196	35			161	
CALL WRITE EEM @ 75 00		PURCHASE			506	186			320	
CALL WRITE EEM @ 76 00		PURCHASE	2011-08		207	12			195	
CALL WRITE EEM @ 77 00		PURCHASE	2011-09		271	119			152	
CALL WRITE EEM @ 79 00		PURCHASE	2011-11		385	27			358	
CALL WRITE EEM @ 80 00		PURCHASE	2011-01		579	3,973			-3,394	
CALL WRITE EEM @ 82 00		PURCHASE	2011-06		302	503			-201	
CALL WRITE EEM @ 83 00		PURCHASE	2011-02		3,174	2,717			457	
CALL WRITE EEM @ 85 00		PURCHASE			3,784	1,346			2,438	
CALL WRITE EEM @ 160 00		PURCHASE	2011-09		405	77			328	
CALL WRITE EEM @ 167 00		PURCHASE			406	5,650			-5,244	
CALL WRITE EEM @ 170 00		PURCHASE	2011-09		137	26			111	
CALL WRITE EEM @ 175 00		PURCHASE			4,841	3,614			1,227	
CALL WRITE EEM @ 180 00		PURCHASE	2011-04		1,780	1,861			-81	
CALL WRITE EEM @ 125 00		PURCHASE	2011-08		372	30			342	
CALL WRITE EEM @ 127 00		PURCHASE	2011-09		1,058	470			588	
CALL WRITE EEM @ 128 00		PURCHASE	2011-09		514	14			500	
CALL WRITE EEM @ 130 00		PURCHASE			1,402	1,305			97	
CALL WRITE EEM @ 132 00		PURCHASE			3,452	2,339			1,113	
CALL WRITE EEM @ 133 00		PURCHASE	2011-06		947	333			614	

**TY 2011 Investments Corporate  
Bonds Schedule****Name:** THE THARPE FOUNDATION**EIN:** 58-1858404

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ITAU UNIBANCO SA		

**TY 2011 Investments Corporate  
Stock Schedule**

**Name:** THE THARPE FOUNDATION  
**EIN:** 58-1858404

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
723 SHS ISHARES RUSSELL 2000: IWM	42,888	53,321
1500 SHS SPDR S&P 500 ETF: SPY	166,365	188,250
332 SHS S&P MIDCAP 400 ETF: MDY	41,827	52,951
2420 SHS ISHARES MSCI EAFE: EFA	139,102	119,863
1350 SHS ISHARES TR MSCI EMERG: EEM	55,769	51,219
724.638 SHS EII INT'L PROP 3: EIIPX	13,500	9,768
1659.361 SHS ING REAL EST: CRARX	26,500	25,504
2011.103 SHS PIMCO COMMOD: PCRIX	19,167	13,153
ISHARES RUSSELL		
SPDR S&P 500 ETF		
SPDR MIDCAP 400		
ISHARES MSCI EAFE		
ISHARES TR MSCI		
CALL WRITE ISHARES EXP 2/19/11		
CALL WRITE ISHARES EXP 1/22/11		
CALL WRITE ISHARES EXP 1/22/11		
CALL WRITE ISHARES EXP 2/19/11		
CALL WRITE SPDR EXP 3/19/11		
CALL WRITE SPDR EXP 1/22/11		
ING INTL RE FD 2664		
ING RE FD 2190		
PIMCO COMMOD FD. 45		
ABB LTD ADR		
ACCENTURE PLC		
ANGLO AMERN PLC		
ANHEUSER BUSCH SPN		
ARCELORMITTAL NY REG		
AXA ADR		
BANCO SANTANDER BRAS		
BARCLAYS PLC ADR		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BASF AKTIENGESELLSCH		
BAYER AG ADR		
RESMED INC		
BG GROUP PLC ADR		
BNP PARIBAS ADR		
COMPANHIA DE SANEAME		
COMPANIA DE MINAS		
CREDIT SUISSE GROUP		
DAIMLERCHRYSLER AG		
DBS GROUP HOLDINGS		
DEUTCHE LUFTHANSA		
ENI SPA ADR		
ERICSSON LM TELEPHON		
FRESENIUS MEDICAL		
GAFISA SA		
GLAXOSMITHKLINE PLC		
HENKEL AG CO		
HONDA MOTOR CO LTD		
HSBC ADR		
ICICI BANK LTD ADR		
IMPERIAL TOBACCO GROUP		
ING GROUP NV ADR		
INTESA SANPAOLO SPON		
KOMATSU LIMITED ADR		
KONINKLIJKE AHOLD NV		
KONINKLIJKE PHILIPS		
KT CORP ADR		
KUBOTA LIMITED ADR		
MEDIASET S P A		
MITSUBISHI UFJ FINL		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NATIONAL GRID PLC		
NESTLE SA REGISTERED		
ORIX CORP ADR		
PEARSON PLC ADR		
PETROLEO BRASILEIRO		
PRUDENTIAL PLC ADR		
REED ELSEVIER PLC		
RIO TINTO PLC		
SANOFI ADVENTIS ADR		
SAP AG ADR		
SEADRILL LIMITED		
SECOM LTD UNSPOSORD		
SILICONWARE PRECISN		
SONY CORP ADR		
SUMITOMO CORP		
SYNGENTA AG ADR		
TELECOM ITALIA ADR		
TESCO PLC ADR		
TEVA PHARMACEUTICAL		
TULLOW OIL PLC		
VINCI SA		
VODAFONE GROUP PLC		
WPP GROUP PLC		
XSTRATA PLC		
GUGGENHEIM CHINA RE		
FOD MOTOR CO		
GAP INC		
HOME DEPOT INC		
NIKE INC CL B		
ROSS STORES INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CVS CAREMARK CORP		
PROCTOR & GAMBLE CO		
TYSON FOODS INC		
WALMART STORES INC		
CHEVRON CORP		
CIMAREX ENERGY CO		
CONOCOPHILLIPS		
EXXON MOBIL CORP		
HALLABRUTON CO		
OCCIDENTAL PETE CO		
AMERIPRISE FINL INC		
CITIGROUP INC		
JP MORGAN CHASE & CO		
PNC FINANCIAL SVCS		
UNUM GROUP		
AMGEN INC		
BRISTOL MYERS SQUIBB		
CARDINAL HEALTH INC		
FOREST LABS INC		
JOHNSON & JOHNSON		
MCKESSON CORP		
MEDCO HEALTH SOLUTNS		
DANAHER CORP		
GENERAL ELECTRIC CO		
UNION PACIFIC CORP		
UNITED TECHNOLOGIES		
3M CO		
APPLE INC		
CISCO SYSTEMS INC		
CORNING INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HEWLETT PACKARD CO		
IAC INTERACTIVE CORP		
INTEL CORP		
IBM CORP		
MICROSOFT CORP		
ORACLE CORP		
TEXAS INSTRUMENTS		
INTERNATIONAL FLAVORS		
SEALED AIR CORP		
VERIZON COMMUNICATIONS		
CONSTELLATION ENERGY		
ACE LIMITED		
PARTNERRE LTD		
TYCO ELECTRONICS		
TYCO INTERNATIONAL		

## TY 2011 Other Expenses Schedule

**Name:** THE THARPE FOUNDATION

**EIN:** 58-1858404

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
FOREIGN TAXES ON INVESTMENTS	13			

## TY 2011 Other Income Schedule

**Name:** THE THARPE FOUNDATION**EIN:** 58-1858404

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UNITED HEALTHCARE	166		166
SARA LEE CORP	21		21
PIMCO COMMODITY RE	73		73
PIMCO COMMODITY RE	306		306

## TY 2011 Other Increases Schedule

**Name:** THE THARPE FOUNDATION

**EIN:** 58-1858404

Description	Amount
CALL WRITE OPTIONS FROM PRIOR YEARS	35,862

## TY 2011 Other Liabilities Schedule

**Name:** THE THARPE FOUNDATION**EIN:** 58-1858404

Description	Beginning of Year - Book Value	End of Year - Book Value
CALL WRITE OPTIONS SOLD: @ 53		1,411
CALL WRITE OPTIONS SOLD: @ 55		316
CALL WRITE OPTIONS SOLD: @ 72		238
CALL WRITE OPTIONS SOLD: @ 86		882
CALL WRITE OPTIONS SOLD: @ 178		193
CALL WRITE OPTIONS SOLD: @ 124		947
CALL WRITE OPTIONS SOLD: @ 134		2,281
CALL WRITE OPTIONS SOLD: @ 136		1,139

## TY 2011 Taxes Schedule

**Name:** THE THARPE FOUNDATION**EIN:** 58-1858404

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX FOR 12/31/2011	120			
ANNUAL CORPORATE REGISTRATION	125			