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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 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

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

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 ☐

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.)

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not 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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	566		566	
	12 Total. Add lines 1 through 11	87,024	17,425	17,991	
	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			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	6,757	0		0
	25 Contributions, gifts, grants paid	625,769			625,769
	26 Total expenses and disbursements. Add lines 24 and 25	632,526	0		625,769
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-545,502			
	b Net investment income (if negative, enter -0-)		17,425		
	c Adjusted net income (if negative, enter -0-)			17,991	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	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) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,016,309	514,076	522,987
	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	Total liabilities (add lines 17 through 22)		7,407	
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	1,016,309		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		506,669	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,016,309	506,669	
	31	Total liabilities and net assets/fund balances (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

(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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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
2	Total of line 1, column (d).		2 0 267138
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0 053428
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4 506,365
5	Multiply line 4 by line 3.		5 27,054
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 174
7	Add lines 5 and 6.		7 27,228
8	Enter qualifying distributions from Part XII, line 4.		8 625,769
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 VIExcise 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			
		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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	174
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	174
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	174
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	216	
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	216
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	42
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 42	Refunded	11	

Part VII-AStatements Regarding Activities

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

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? Website address NONE	13		No
14	The books are in care of LINDA THARPE Telephone no (770) 434-9790 Located at 3796 APSLEY CT SE ATLANTA GA ZIP+4 30339			
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?	15		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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? If "Yes," list the years 20 , 20 , 20 , 20			
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 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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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)

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(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		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	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		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO BANK NA WELLS FARGO BANK NA	TRUSTEE 40 00	5,499	0	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				
Total number of other employees paid over \$50,000.				

Part VIII

[illegible]

Part IX-A Summary of Direct Charitable Activities

1	
2	
3	
4	

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	

Form **990-PF** (2011)

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
d	Total (add lines 1a, b, and c).	1d	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	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	506,365
6	Minimum investment return. 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	Distributable amount 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	Qualifying distributions. 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	Adjusted qualifying distributions. 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
1 Distributable amount for 2011 from Part XI, line 7				25,144
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			40,517	
b Total for prior years 20____, 2008, 2009				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 625,769				
a Applied to 2010, but not more than line 2a			40,517	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				25,144
e Remaining amount distributed out of corpus	560,108			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	560,108			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 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).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	560,108			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e 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 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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)				
a Paid during the year See Additional Data Table				
Total			3a	625,769
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	24	
4	Dividends and interest from securities.			14	17,401	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	69,033	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a UNITED HEALTHCARE			14	166	
b	SARA LEE CORP			14	21	
c	PIMCO COMMODITY RE			14	73	
d	PIMCO COMMODITY RE			14	306	
e	_____					
12	Subtotal Add columns (b), (d), and (e).				87,024	
13	Total. Add line 12, columns (b), (d), and (e).					87,024

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

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)				
a Paid during the year				
ALZHEIMER'S ASSOCIATION-GA 41 PERIMETER CENTER EAST 41 PERIMETER CENTER EAST ATLANTA,GA 30346	NONE	EXEMPT	GENERAL	1,583
ARMSTRONG FOUNDATION2201 E 6TH ST 2201 E 6TH ST AUSTIN,TX 78702	NONE	EXEMPT	GENERAL	1,000
ARTHRITIS FOUNDATIONS2970 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 CENTER130 W PACES FERRY RD 130 W PACES FERRY RD ATLANTA,GA 30305	NONE	EXEMPT	GENERAL	150
CHEROKEE COUNTY RESCUE SQUAD1035 DANIEL ST 1035 DANIEL ST CHEROKEE,AL 35616	NONE	EXEMPT	GENERAL	250
CROSSPOINT CHURCH1800 SATELLITE BLVD 1800 SATELLITE BLVD DULUTH,GA 30097	NONE	EXEMPT	GENERAL	250
CURESEARCH4600 EAST-WEST HWY 4600 EAST-WEST HWY BETHESDA,MD 20814	NONE	EXEMPT	GENERAL	250
DARLINGTON SCHOOL1014 CAVE SPRING RD 1014 CAVE SPRING RD ROME,GA 30161	NONE	EXEMPT	GENERAL	7,000
DUKE MEDICINE512 S MANGUM ST 400 512 S MANGUM ST 400 DURHAM,NC 27701	NONE	EXEMPT	GENERAL	500
FAITH LUTHERAN CHURCH2111 LOWER ROSWELL RD 2111 LOWER ROSWELL RD MARIETTA,GA 30068	NONE	EXEMPT	GENERAL	1,500
HIGH MUSEUM OF ART1280 PEACHTREE ST 1280 PEACHTREE ST ATLANTA,GA 30309	NONE	EXEMPT	GENERAL	150
HOLY INNOCENTS EPISCOPAL SCHOOL805 MT VERNON HWY 805 MT VERNON HWY ATLANTA,GA 30327	NONE	EXEMPT	GENERAL	5,000
HUMANE SOCIETY OF HARRIS COUNTYPO BOX 264 PO BOX 264 HAMILTON,GA 31811	NONE	EXEMPT	GENERAL	500
KANSAS STATE ALUMNI ASSOCIATION1720 ALUMNI CENTER 1720 ALUMNI CENTER MANHATTAN,KS 66506	NONE	EXEMPT	GENERAL	1,000
KAPPA KAPPA GAMMA FOUNDATIONPO BOX 38 PO BOX 38 COLUMBUS,OH 43216	NONE	EXEMPT	GENERAL	100
MAKE-A-WISH FOUNDATION OF GEORGIA1775 THE EXCHANGE 200 1775 THE EXCHANGE 200 ATLANTA,GA 30339	NONE	EXEMPT	GENERAL	1,500
MUST MINISTRIES55 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 SOCPO BOX 4527 PO BOX 4527 NEWYORK,NY 10163	NONE	EXEMPT	GENERAL	2,500
OPEN DOOR CHILDREN'S HOMEPO BOX 2367 PO BOX 2367 ROME,GA 30164	NONE	EXEMPT	GENERAL	1,766
PACE ACADEMY966 W PACES FERRY RD 966 W PACES FERRY RD ATLANTA,GA 30327	NONE	EXEMPT	GENERAL	1,500
PEACHTREE PRESBYTERIAN CHURCH3434 ROSWELL RD 3434 ROSWELL RD ATLANTA,GA 30305	NONE	EXEMPT	GENERAL	1,500
RIVER WALK1450 NORTHEAST LOOP 410 1450 NORTHEAST LOOP 410 SAN ANTONIO,TX 78209	NONE	EXEMPT	GENERAL	500
SHORTER UNIVERSITY315 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 HOUSEPO BOX 247 PO BOX 247 JASPER,GA 30143	NONE	EXEMPT	GENERAL	2,000
THE MULTIPLE SCLEROSIS CENTER3200 DUNWOODY CTR 550 3200 DUNWOODY CTR 550 ATLANTA,GA 30327	NONE	EXEMPT	GENERAL	500
COMMUNI FDN OF CHATTAHOOCHEE VALLEY1340 13TH ST 1340 13TH ST COLUMBUS,GA 31901	NONE	EXEMPT	GENERAL	585,220
UNIVERSITY OF GEORGIA SCHOLARSHIPS394 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)				
a <i>Paid during the year</i>				
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
Total			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

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ITAU UNIBANCO SA		

TY 2011 Investments Corporate
Stock Schedule

Name: THE THARPE FOUNDATION
EIN: 58-1858404

Name of Stock	End of Year Book Value	End of Year Fair Market Value
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 INSTUMENTS		
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			