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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
HELEN AND HARRY SAUL FOUNDATION

A Employer identification number
58-2063931

Number and street (or P O box number if mail is not delivered to street address)
2100 FIBER PARK DRIVE

Room/suite

B Telephone number (see page 10 of the instructions)

City or town, state, and ZIP code
DALTON, GA 30720

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)
\$ 3,316,617

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18,253	18,253		
	4 Dividends and interest from securities.	82,526	82,526		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	52,544			
	b Gross sales price for all assets on line 6a _____ 644,967				
	7 Capital gain net income (from Part IV, line 2) . . .		52,544		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-3,935	102		
	12 Total. Add lines 1 through 11	149,388	153,425		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	7,530	7,530		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	7,530	7,530		0
	25 Contributions, gifts, grants paid	351,320			351,320
	26 Total expenses and disbursements. Add lines 24 and 25	358,850	7,530		351,320
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-209,462			
	b Net investment income (if negative, enter -0-)		145,895		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

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	1Cash—non-interest-bearing	117,048	73,356	73,356
	2Savings and temporary cash investments			
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges			
	10aInvestments—U S and state government obligations (attach schedule)			
	bInvestments—corporate stock (attach schedule)	2,457,223	 2,302,711	3,154,371
	cInvestments—corporate bonds (attach schedule).	397	 397	403
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)	90,948	 88,852	87,518
	14Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15Other assets (describe ▶ _____)		 969	 969
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,665,616	2,466,285	3,316,617
	17Accounts payable and accrued expenses			
	18Grants payable			
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)			
	23Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted			
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds	2,779,403	2,665,616	
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds	-113,787	-199,331	
	30Total net assets or fund balances (see page 17 of the instructions)	2,665,616	2,466,285	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,665,616	2,466,285	

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	2,665,616
2	Enter amount from Part I, line 27a	2	-209,462
3	Other increases not included in line 2 (itemize) ▶ _____	3	10,131
4	Add lines 1, 2, and 3	4	2,466,285
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	2,466,285

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)
1 a	GOLDMAN SACHS	P	2009-01-21	2011-12-16
b	WELLS FARGO	P	2010-06-23	2011-03-28
c	WELLS FARGO	P	2010-04-29	2011-06-15
d	BENJAMIN F EDWARDS	P	2011-10-03	2011-10-17
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 147,515		114,541	32,974
b 284,536		268,920	15,616
c 55,134		51,629	3,505
d 157,782		157,333	449
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			32,974
b			15,616
c			3,505
d			449
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	52,544
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	16,065

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	331,870	3,723,568	0 089127
2009	272,131	2,809,557	0 096859
2008	188,182	4,010,473	0 046923
2007	373,642	2,634,257	0 141840
2006	181,048	3,231,295	0 056030

2 Total of line 1, column (d).	2	0 430779
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 086156
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	3,615,778
5 Multiply line 4 by line 3.	5	311,521
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,459
7 Add lines 5 and 6.	7	312,980
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18	8	351,320

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		11,459
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.		31,459
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-		51,459
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a4,200	
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.		74,200
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		820
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.		102,721
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 2,721 Refunded		11

Part VII-A Statements 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?		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)? 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.		1b	No
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? If "Yes," attach a detailed description of the activities.		2	No
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? If "Yes," attach the statement required by General Instruction T.		5	No
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	Yes	
14	The books are in care of DEBBIE LYNCH Telephone no (706) 529-1900 Located at 2100 FIBER PARK DRIVE DALTON GA ZIP+4 30721			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year.	15		
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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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? ☐ Yes ☒ No 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	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))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		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>		☐ Yes	☐ No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <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?		☐ Yes	☐ 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
JULIAN D SAUL 	TRUSTEE	0	0	0
8 OCEAN DRIVE JUPITER INLET COLONY TEQUESTA, FL 33469	1 00			
LINDA S SCHEJOLA 	TRUSTEE	0	0	0
688 CUMBERLAND CIRCLE ATLANTA, GA 30306	1 00			
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

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.	▶
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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	3,435,374
b	Average of monthly cash balances.	1b	235,467
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	3,670,841
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	3,670,841
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	55,063
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,615,778
6	Minimum investment return. Enter 5% of line 5.	6	180,789

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	180,789
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,459
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,459
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	179,330
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	179,330
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	179,330

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	351,320
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	351,320
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	1,459
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	349,861
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				179,330
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				20,669
b	From 2007.				249,001
c	From 2008.				
d	From 2009.				133,071
e	From 2010.				149,812
f	Total of lines 3a through e.	552,553			
4	Qualifying distributions for 2011 from Part XII, line 4 ➤ \$ 351,320				
a	Applied to 2010, but not more than line 2a				
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.				179,330
e	Remaining amount distributed out of corpus	171,990			
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	724,543			
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).	20,669			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	703,874			
10	Analysis of line 9				
a	Excess from 2007. . . .				249,001
b	Excess from 2008. . . .				
c	Excess from 2009. . . .				133,071
d	Excess from 2010. . . .				149,812
e	Excess from 2011. . . .				171,990

Part XIVPrivate 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 XVSupplementary 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	351,320
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	18,253	
4	Dividends and interest from securities. . . .			14	82,526	
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.			14	102	
8	Gain or (loss) from sales of assets other than inventory			18	52,544	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
	CNL INCOME & GROWTH			14	783	
11	Other revenue a FUND IV					
b	INLAND LAND APPRECIATION FUND			14	-2,156	
c	HOST HOTELS & RESORTS			14	119	
d	THE ENERGY GROUP			14	-2,783	
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				149,388	
13	Total. Add line 12, columns (b), (d), and (e).					149,388

(See worksheet in line 13 instructions on page 28 to verify calculations)

[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

[illegible]

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				
	*****			2012-11-14	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature  GEORGE W HILLEGASS		Date 2012-11-26	Check if self-employed  ☒
		Firm's name  GIFFORD HILLEGASS & INGWERSEN LLP SIX CONCOURSE PARKWAY SUITE 600			Firm's EIN 
Firm's address  ATLANTA, GA 30328			Phone no (770) 396-1100		

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

TY 2011 Compensation Explanation

Name: HELEN AND HARRY SAUL FOUNDATION

EIN: 58-2063931

Person Name	Explanation
JULIAN D SAUL	
LINDA S SCHEJOLA	

**TY 2011 Investments Corporate
Bonds Schedule**

Name: HELEN AND HARRY SAUL FOUNDATION
EIN: 58-2063931

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS	397	403

TY 2011 Investments Corporate Stock Schedule

Name: HELEN AND HARRY SAUL FOUNDATION

EIN: 58-2063931

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS	1,886,579	2,740,183
WELLS FARGO		
BENJAMIN F. EDWARDS	416,132	414,188

TY 2011 Investments - Other Schedule

Name: HELEN AND HARRY SAUL FOUNDATION

EIN: 58-2063931

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HOST MARRIOT	AT COST	55,363	55,405
CNL INCOME & GROWTH FUND, IV	AT COST	17,595	17,595
INLAND APPRECIATION FUND, II	AT COST	14,879	13,538
ENERGY GROUP PARTNERS	AT COST	1,015	980

TY 2011 Other Assets Schedule

Name: HELEN AND HARRY SAUL FOUNDATION

EIN: 58-2063931

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE		969	969

TY 2011 Other Income Schedule**Name:** HELEN AND HARRY SAUL FOUNDATION**EIN:** 58-2063931

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
OTHER INCOME	102	102	
CNL INCOME & GROWTH FUND IV	783		
INLAND LAND APPRECIATION FUND	-2,156		
HOST HOTELS & RESORTS	119		
THE ENERGY GROUP	-2,783		

TY 2011 Taxes Schedule**Name:** HELEN AND HARRY SAUL FOUNDATION**EIN:** 58-2063931

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PAID IN 2011	6,869	6,869		
FOREIGN TAX PAID	661	661		

Additional Data

Software ID:
Software Version:
EIN: 58-2063931
Name: HELEN AND HARRY SAUL 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 <i>Paid during the year</i>				
SIMPSON UNITED METHODIST CHURCH6001 WOLFF ST ARVADA,CO 80003			GENERAL OPERATIONS	50
CUMBERLAND SCHOOL OF LAW 800 LAKESHORE DRIVE BIRMINGHAM,AL 35229			GENERAL OPERATIONS	100
CYSTIC FYBROSIS6931 ARLINGTON ROAD 2 FL BETHESDA,MD 20814			GENERAL OPERATIONS	100
GENTIVA HOSPICE FOUNDATION 7801 MESQUITE BEND DRIVE SUITE 105 IRVING,TX 75063			GENERAL OPERATIONS	100
HOSPICE SERVICES FOUNDATION401 CENTER AVENUE BAY CITY,MI 48708			GENERAL OPERATIONS	100
MARCH OF DIMES1275 MAMARONECK AVENUE WHITE PLAINS,NY 10605			GENERAL OPERATIONS	100
MOUNTAIN CREEK ACADEMY273 HARRIS ST ETON,GA 30724			GENERAL OPERATIONS	100
ROMAN OPEN CHARITIESPO BOX 672 DALTON,GA 30722			GENERAL OPERATIONS	100
THE CROSSNORE SCHOOL100 DAR DRIVE CROSSNORE,NC 28616			GENERAL OPERATIONS	100
MT ZION COMMUNITY DEVELOPMENT CENTBBT BUILDING SUITE 1600 ASHEVILLE,NC 28801			GENERAL OPERATIONS	100
PEDIATRIC FOUNDATION OF GEORGIA1330 W PEACHTREE ST NW ATLANTA,GA 30309			GENERAL OPERATIONS	100
JORDAN THOMAS FOUNDATION PO BOX 22764 CHATTANOOGA,TN 37422			GENERAL OPERATIONS	100
ALABAMA ALUMNI & FRIENDS - CHATTANOPO BOX 328 CHATTANOOGA,TN 37401			GENERAL OPERATIONS	120
DALTON HIGH SCHOOL DRAMA CLUB1500 MANLY STREET DALTON,GA 30720			GENERAL OPERATIONS	200
FRIENDS OF THE GREENHOUSEPO BOX 983 DALTON,GA 30722			GENERAL OPERATIONS	200
THE GREEN HOUSE8 OCEAN DRIVE JUPITER INLET COLONY TEQUESTA,FL 33469			GENERAL OPERATIONS	200
JUPITER STADIUM LTD4751 MAIN STREET JUPITER,FL 33458			GENERAL OPERATIONS	200
DALTON WHITFIELD SENIOR CENTER302 CAPPES STREET DALTON,GA 30720			GENERAL OPERATIONS	250
EMORY WINSHIP CANCER INSTITUTE1365-C CLIFTON ROAD NE ATLANTA,GA 30322			GENERAL OPERATIONS	250
NW GA GIRLS HOMEPO BOX 2939 ROME,GA 30164			GENERAL OPERATIONS	250
US HOLOCAUST MUSEUM100 RAOUL WALLENBERG PL WASHINGTON,DC 200242126			GENERAL OPERATIONS	250
ST JUDE CHILDREN'S RESEARCH 5901-A PEACHTREE DUNWOODY ATLANTA,GA 30328			GENERAL OPERATIONS	250
ARCH FOUNDATIONPO BOX 220908 CHARLOTTE,NC 28222			GENERAL OPERATIONS	500
ATLANTA GROUP HOMES3160 HOWELL MILL RD NW ATLANTA,GA 30327			GENERAL OPERATIONS	500
BOBBY DODD COACH OF YEARPO BOX 15908 CHATTANOOGA,TN 37415			GENERAL OPERATIONS	500
CHATTANOOGA BRAIN INJURY1 SISKIN PLAZA CHATTANOOGA,TN 37403			GENERAL OPERATIONS	500
DALTON FIRST UNITED METHODIST CH500 SOUTH THORNTON AVE DALTON,GA 30720			GENERAL OPERATIONS	500
FOUNDATION FIGHTING BLINDNESS7168 COLUMBIA GATEWAY DR COLUMBIA,MD 21046			GENERAL OPERATIONS	500
GEORGIA PUBLIC BROADCASTING260 14TH STREET NW ATLANTA,GA 30318			GENERAL OPERATIONS	500
HUNTER MUSEUM AMER ART10 BLUFF VIEW CHATTANOOGA,TN 37403			GENERAL OPERATIONS	500

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>				
LAFAYETTE HIGH SCHOOL5178 ROUND POND ROAD LAFAYETTE,GA 30728			GENERAL OPERATIONS	500
LOXAHATCHEE RIVER SOCIETY500 CAPTAIN ARMOURS WAY JUPITER,FL 33469			GENERAL OPERATIONS	500
MARINE CORPS SCHOLARSHIP FUND909 N WASHINGTON ST SUITE 400 ALEXANDRIA,VA 22314			GENERAL OPERATIONS	500
MOUNTAIN TOP BOYS HOME65 MOUNTAIN TOP WAY SUGAR VALLEY,GA 30746			GENERAL OPERATIONS	500
POLLY BOYD SCHOL FUNDPO BOX 23176 CHATTANOOGA,TN 37422			GENERAL OPERATIONS	500
TN GOLF FOUNDATIONGOLF HOUSE TENNESSEE FRANKLIN,TN 37069			GENERAL OPERATIONS	500
NATIONAL ADOPTION CENTER1500 WALNUT STREET SUITE 701 PHILADELPHIA,PA 19102			GENERAL OPERATIONS	500
OPPORTUNITY INTERNATIONAL2122 YORK ROAD SUITE 150 OAK BROOK,IL 60523			GENERAL OPERATIONS	500
BOY SCOUTS OF AMERICA1800 CIRCLE 75 PKY SE ATLANTA,GA 30339			GENERAL OPERATIONS	1,000
DALTON ST COLLEGE FOUND650 COLLEGE DRIVE DALTON,GA 30720			GENERAL OPERATIONS	1,000
EAST LAKE COMMUN FOUND2606 ALSTON DRIVE SE ATLANTA,GA 30317			GENERAL OPERATIONS	1,000
FRIENDSHIP HOUSE1509 MAPLE STREET SCRANTON,PA 18505			GENERAL OPERATIONS	1,000
GEORGIA TRANSPLANT FOUNDATION6600 PEACHTREE DUNWOODY ATLANTA,GA 30328			GENERAL OPERATIONS	1,000
LOOPER SPEECH AND HEARING CENTER1011 PROFESSIONAL BLVD DALTON,GA 30720			GENERAL OPERATIONS	1,000
MARCUS AUTISM CENTER1920 BRIARCLIFF ROAD NE ATLANTA,GA 30329			GENERAL OPERATIONS	1,000
NICKLAUS CHILDREN'S HEALTHCARE CH11770 US HIGHWAY ONE SUITE 303 NORTH PALM BEACH,FL 33408			GENERAL OPERATIONS	1,000
THE FIRST TEE OF CHATTANOOGA2453 HICKORY VALLEY ROAD CHATTANOOGA,TN 37421			GENERAL OPERATIONS	1,000
USGAPO BOX 23733 EUGENE,OR 97402			GENERAL OPERATIONS	1,000
DALTON ORG OF CHURCH UNITED301 NORTH THORNTON AVE DALTON,GA 30720			GENERAL OPERATIONS	1,500
GRAND TETON MUSIC FEST4015 LAKE CREEK DR N SUITE 100 WILSON,WY 83014			GENERAL OPERATIONS	1,500
ON JONAS MEM FOUNDATIONPO BOX 1008 DALTON,GA 30722			GENERAL OPERATIONS	1,500
ALZHEIMER'S ASSOCIATION225 N MICHIGAN AVE CHICAGO,IL 60601			GENERAL OPERATIONS	2,000
CREATIVE ARTS GUILDPO BOX 1485 520 WEST WAUGH STREET DALTON,GA 307221485			GENERAL OPERATIONS	2,000
EVERGLADES FOUNDATION18001 OLD CUTLER ROAD SUITE 625 PALMETTO BAY,FL 33157			GENERAL OPERATIONS	2,000
JR ACHIEVEMENT OF NW GA411 MITCHELL ST DALTON,GA 30720			GENERAL OPERATIONS	2,000
NATIONAL JEWISH HEALTH1400 JACKSON STREET DENVER,CO 80206			GENERAL OPERATIONS	2,000
ANTI-DEFAMATION LEAGUE605 THIRD AVENUE NEWYORK,NY 10158			GENERAL OPERATIONS	2,500
CHEROKEE VALLEY BAPTIST CHURCH1495 CHEROKEE VALLEY RD RINGGOLD,GA 30736			GENERAL OPERATIONS	2,500
SISKIN CHILDRENS INSTIT1101 CARTER STREET CHATTANOOGA,TN 37402			GENERAL OPERATIONS	2,500
TELLUS SCIENCE MUSEUM100 TELLUS DRIVE CARTERSVILLE,GA 30120			GENERAL OPERATIONS	2,500

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				
NATIONAL COMMODORE CLUB 2301 VANDERBILT PLACE NASHVILLE,TN 37240			GENERAL OPERATIONS	3,000
SALVATION ARMYPO BOX 269 ALEXANDRIA,VA 22313			GENERAL OPERATIONS	4,500
CHILDREN'S HEALTH CARE1600 TULLIE CIRCLE NE ATLANTA,GA 30329			GENERAL OPERATIONS	5,000
CULVERHOUSE COLLEGE COMM THE UNIVERSITY OF ALABAMA BOX 870223 TUSCALOOSA,AL 35487			GENERAL OPERATIONS	5,000
FLOOR COVERING INDUS FD2211 E HOWELL AVE ANAHEIM,CA 92806			GENERAL OPERATIONS	5,000
GEORGIA METH PROJECT3625 CUMBERLAND BLVD SE SUITE 980 ATLANTA,GA 30339			GENERAL OPERATIONS	5,000
GIRLS PREPARATORY SCHOOL205 ISLAND AVE CHATTANOOGA,TN 37405			GENERAL OPERATIONS	5,000
GSGA FOUNDATION121 VILLAGE PKWY BUILDING 3 MARIETTA,GA 30067			GENERAL OPERATIONS	5,000
HILLEL OF GEORGIA1155 SOUTH MILLEGE AVE ATHENS,GA 30605			GENERAL OPERATIONS	5,000
JUPITER MEDICAL CENTER1210 S OLD DIXIE HWY JUPITER,FL 33458			GENERAL OPERATIONS	5,000
MCCALLIE SCHOOL500 DODDS AVENUE CHATTANOOGA,TN 37404			GENERAL OPERATIONS	5,000
NORTHWEST GEORGIA HEALTHCARE1105 MEMORIAL DRIVE DALTON,GA 30720			GENERAL OPERATIONS	5,000
RAMAH DAROM70 DAROM LANE CLAYTON,GA 30525			GENERAL OPERATIONS	5,000
VANDERBILT HILLEL2421 VANDERBILT PLACE NASHVILLE,TN 37212			GENERAL OPERATIONS	6,000
BOYS & GIRLS CLUB1275 PEACHTREE STREET NE ATLANTA,GA 303093506			GENERAL OPERATIONS	10,000
NW GA FAMILY CRISIS CENTPO BOX 554 DALTON,GA 307220554			GENERAL OPERATIONS	10,000
SHEPHERD CENTER2020 PEACHTREE ROAD NW ATLANTA,GA 303091465			GENERAL OPERATIONS	10,000
WINFIELD CITY SCHOOL ALUM232 PRIVATE COVE WINFIELD,AL 35594			GENERAL OPERATIONS	10,000
EMORY UNIVERSITY1762 CLIFTON RD SUITE 1400 ATLANTA,GA 30322			GENERAL OPERATIONS	11,000
GA TECH ALUMNI ROLL CALL190 NORTH AVENUE ATLANTA,GA 30313			GENERAL OPERATIONS	11,000
ALEXANDER THARPE FUND150 BOBBY DODD WAY ATLANTA,GA 30332			GENERAL OPERATIONS	15,000
COMMUNITY FNDN OF JACKSON HOLE245 EAST SIMPSON STREET JACKSON,WY 83001			GENERAL OPERATIONS	20,000
ORT AMERICA75 MAIDEN LN FL 10 NEW YORK,NY 10038			GENERAL OPERATIONS	30,000
THE UNITED WAY100 EDGEWOOD AVENUE NE ATLANTA,GA 30303			GENERAL OPERATIONS	35,000
JEWISH FEDERATION OF GREATER CHAT5461 NORTH TERRACE ROAD CHATTANOOGA,TN 37411			GENERAL OPERATIONS	75,000
Total  3a				351,320