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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 ROCKDALE FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)
4525 CLUB DR NE

City or town, state, and ZIP code
ATLANTA, GA 30319

A Employer identification number
58-2668065

B Telephone number (see page 10 of the instructions)
(404) 869-4108

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)
\$ 5,179,970

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 | 32,294 | 32,294 | | |
| | 4 Dividends and interest from securities. | 68,787 | 68,787 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -89,357 | | | |
| | b Gross sales price for all assets on line 6a _____ 251,444 | | | | |
| | 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) | 218 | 218 | | |
| | 12 Total. Add lines 1 through 11 | 11,942 | 101,299 | | |
| | 13 Compensation of officers, directors, trustees, etc | 21,197 | | | |
| | 14 Other employee salaries and wages | 25,470 | 6,367 | | 19,103 |
| | 15 Pension plans, employee benefits | 2,250 | 562 | | 1,688 |
| | 16a Legal fees (attach schedule). | | | | |
| | b Accounting fees (attach schedule). | 7,900 | 5,925 | | 1,975 |
| | c Other professional fees (attach schedule) | 1,500 | 1,125 | | 375 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | 173 | 173 | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 29,124 | 5,825 | | 23,299 |
| | 22 Printing and publications | 2,067 | 414 | | 1,653 |
| | 23 Other expenses (attach schedule). | 46,666 | 41,110 | | 5,556 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 136,347 | 61,501 | | 53,649 |
| | 25 Contributions, gifts, grants paid | 524,153 | | | 524,153 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 660,500 | 61,501 | | 577,802 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -648,558 | | | |
| | b Net investment income (if negative, enter -0-) | | 39,798 | | |
| | c Adjusted net income (if negative, enter -0-) | | | | |

| 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 | 4,172 | 4,696 | 4,696 |
| | 2 | Savings and temporary cash investments | 988,958 | 980,675 | 980,675 |
| | 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) | 3,848,026 | 3,647,494 | 3,647,494 |
| | c | Investments—corporate bonds (attach schedule). | | | |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | | | |
| | 14 | Land, buildings, and equipment basis ▶ _____ 2,468 Less accumulated depreciation (attach schedule) ▶ _____ 2,468 | | | |
| | 15 | Other assets (describe ▶ _____) | 1,047,105 | 547,105 | 547,105 |
| | 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 5,888,261 | 5,179,970 | 5,179,970 |

| | | | | | |
|-------------|----|--|--|---|--|
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | 0 | |

| | | | | | |
|-----------------------------|---|--|-----------|-----------|--|
| 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 | | | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 5,888,261 | 5,179,970 | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 5,888,261 | 5,179,970 | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 5,888,261 | 5,179,970 | |

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 | 5,888,261 |
| 2 | Enter amount from Part I, line 27a | 2 | -648,558 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 5,239,703 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | 59,733 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 5,179,970 |

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 | 8936 55 SHARES MELLON INTERNATIONAL | P | 2007-12-31 | 2011-04-01 |
| b | 3000 SHARES NEW CORP INC | P | 2007-12-31 | 2011-04-05 |
| c | 2000 SHARES CISCO SYSTEMS INC | P | 2007-12-31 | 2011-04-06 |
| d | 1000 SHARES TARGET CORP | P | 2007-12-31 | 2011-11-28 |
| 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 100,000 | | 157,275 | -57,275 |
| b 56,099 | | 61,738 | -5,639 |
| c 34,044 | | 60,048 | -26,004 |
| d 52,723 | | 61,740 | -9,017 |
| e | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| | | | |
|--------------------------|--------------------------------------|---|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| a | | | -57,275 |
| b | | | -5,639 |
| c | | | -26,004 |
| d | | | -9,017 |
| 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 | -89,357 |
| 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 | | | |
| 2009 | | | |
| 2008 | | | |
| 2007 | | | |
| 2006 | | | |

| | | |
|--|---|--|
| 2 Total of line 1, column (d). | 2 | |
| 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 | |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. | 4 | |
| 5 Multiply line 4 by line 3. | 5 | |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | 6 | |
| 7 Add lines 5 and 6. | 7 | |
| 8 Enter qualifying distributions from Part XII, line 4. | 8 | |

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 type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 796 |
| 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 | 796 |
| 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 | 796 |
| 6 | | Credits/Payments | | | |
| a | | 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 1,406 | |
| 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 | 1,406 |
| 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 | 610 |
| 11 | | Enter the amount of line 10 to be Credited to 2012 estimated tax 610 | 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 <ul style="list-style-type: none">By language in the governing instrument, orBy 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 N/A | 13 | Yes | |
| 14 | The books are in care of KATHLEEN M BARKSDALE Telephone no (404) 869-4108 Located at 4525 CLUB DRIVE ATLANTA GA ZIP+4 30319 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> | 1b | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?. | 1c | | |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b | If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<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.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Yes

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 |
|---------------------------|---|---|---|---------------------------------------|
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

| 3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE". | | |
|---|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | | |

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 N/A | |
| 2 | |
| | |
| | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3. | |

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

| | | | |
|---|--|----|-----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities. | 1a | 3,870,610 |
| b | Average of monthly cash balances. | 1b | 1,110,312 |
| c | Fair market value of all other assets (see page 24 of the instructions). | 1c | 640,109 |
| d | Total (add lines 1a, b, and c). | 1d | 5,621,031 |
| 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 | 5,621,031 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). | 4 | 84,315 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 5,536,716 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 276,836 |

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 | 276,836 |
| 2a | Tax on investment income for 2011 from Part VI, line 5. | 2a | 796 |
| b | Income tax for 2011 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 796 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 276,040 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 276,040 |
| 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 | 276,040 |

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 | 577,802 |
| 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 | 577,802 |
| 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 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 577,802 |
| 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 | | | | 276,040 |
| 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. | | | | |
| b From 2007. | | | | |
| c From 2008. | | | | |
| d From 2009. | | | | 893,795 |
| e From 2010. | | | | 300,074 |
| f Total of lines 3a through e. | 1,193,869 | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 577,802 | | | | |
| 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. | | | | 276,040 |
| e Remaining amount distributed out of corpus | 301,762 | | | |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 1,495,631 | | | |
| 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 | 1,495,631 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2007. . . . | | | | |
| b Excess from 2008. . . . | | | | |
| c Excess from 2009. . . . | | | | 893,795 |
| d Excess from 2010. . . . | | | | 300,074 |
| e Excess from 2011. . . . | | | | 301,762 |

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))

KATHLEEN M BARKSDALE

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 | 524,153 |
| 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 | 32,294 | |
| 4 | Dividends and interest from securities. . . . | | | 14 | 68,787 | |
| 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. | | | 18 | 218 | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | 18 | -89,357 | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory. . | | | | | |
| 11 | Other revenue a _____ | | | | | |
| b | _____ | | | | | |
| c | _____ | | | | | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| 12 | Subtotal Add columns (b), (d), and (e). . | | | | 11,942 | |
| 13 | Total. Add line 12, columns (b), (d), and (e). | | | 13 | | 11,942 |

[illegible]

Part XVII

| | | | | |
|----------|---|--------------|------------|-----------|
| 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 |

[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 | |
| 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 | | | | |
| ***** | | 2012-05-07 | ***** | |
| Signature of officer or trustee | | Date | Title | |
| Paid Preparer's Use Only | Preparer's Signature | ANITA B BURKES | Date | 2012-08-15 |
| | Firm's name | ARNOLD GALLIVAN LEVESQUE PC | Check if self-employed | PTIN |
| | Firm's address | 2810 PREMIERE PKWY STE 200 DULUTH, GA 30097 | Firm's EIN | |
| | | | Phone no | (678) 240-2640 |

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






Additional Data

Software ID:
Software Version:
EIN: 58-2668065
Name: THE ROCKDALE FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| KATHLEEN M BARKSDALE  4 525 CLUB DRIVE NE ATLANTA, GA 30318 | PRESIDENT 0 00 | 0 | 0 | 0 |
| LISA MORRIS  4 525 CLUB DRIVE NE ATLANTA, GA 30318 | TREASURER 24 00 | 21,197 | 0 | 0 |
| WINSOME HAWKINS  4 525 CLUB DRIVE NE ATLANTA, GA 30318 | SECRETARY 0 00 | 0 | 0 | 0 |
| BEVERLY HALL  4 525 CLUB DRIVE NE ATLANTA, GA 30318 | BOARD MEMBER 0 00 | 0 | 0 | 0 |
| JOANNA ADAMS  4 525 CLUB DRIVE NE ATLANTA, GA 30318 | BOARD MEMBER 0 00 | 0 | 0 | 0 |


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 | | | | |
| AFRICA WINDMILL PROJECTP O BOX 1401 WINTER PARK,FL 32790 | | 501C(3) | TEACHING FARMERS TO IRRIGATE | 1,500 |
| ARTSNOW100 EDGEWOOD AVE ATLANTA,GA 30303 | | 509A(1) | BRINGING CREATIVITY & ARTS TO CLASS | 35,000 |
| ATLANTA EDUCATION FUND250 WILLIAMS STREET SUITE 2115 ATLANTA,GA 30303 | | 509A(1) | ACCELERATE STUDENT ACHIEVEMENT | 30,000 |
| ATLANTA GIRLS SCHOOL3254 NORTHSIDE PARKWAY ATLANTA,GA 30327 | | 509A(1) | EDUCATION INSTUTION FOR GIRLS | 5,000 |
| ATLANTA HABITAT FOR HUMANITY519 MEMORIAL DRIVE ATLANTA,GA 30312 | | 501C(3) | BUILDING AFFORDABLE HOUSING | 500 |
| ATLANTA SYMPHONY ORCHESTRA1280 PEACHTREE STREET SUITE 4074 ATLANTA,GA 30309 | | 509A(1) | SUPPORT MUSIC AND CULTURE | 1,025 |
| ATLANTA WOMEN'S FOUNDATION50 HURT PLAZA ATLANTA,GA 30303 | | 509A(1) | EDUCATION AND LEADERSHIP PROGRAMS | 500 |
| BOBBY DODD INSTITUTE2120 MARIETTA BLVD ATLANTA,GA 30318 | | 509A(2) | REDUCE BARRIERS PROMOTE EMPOLYMENT | 2,500 |
| BOYS AND GIRLS CLUBS100 EDGEWOOD AVE NE SUITE 700 ATLANTA,GA 30303 | | 509A(1) | OPERATING SUPPORT FOR YOUTH DEVELOP | 30,000 |
| C5 GEORGIA2500 WINDY RIDGE PARKWAY ATLANTA,GA 30339 | | 501C(3) | INSPIRE HIGH POTENTIAL YOUTH | 10,000 |
| CARE USAP O BOX 7039 MERRIFIELD,VA 22116 | | 509A(1) | SERVE INDIVIDUAL POOREST COUNTRIES | 30,000 |
| CHILDREN OF THE NATIONS INC P O BOX 3970 SILVERDALE,WA 98383 | | 501C(3) | CHRIST CENTERED CARE FOR CHILDREN | 19,683 |
| CITYTERM AT THE MASTERS SCHOOL49 CLINTON AVE DOBBS FERRY,NY 10522 | | 509A(1) | ENCOURAGE LEARNING/THINKING | 2,500 |
| COLUMBIA THEOLOGICAL SEMINARYP O BOX 520 DECATUR,GA 30031 | | 509A(1) | SUPPORT THEOLOGOCAL EDUCATION | 250 |
| COMMUNITIES IN SCHOOLS 2345 CRYSTAL DRIVE SUITE 801 ARLINGTON,VA 22202 | | 501C(3) | SERVE STUDENTS TO STAY IN SCHOOL | 35,000 |
| CONCERN WORLDWIDE355 LEXINGTON AVE 19TH FLOOR NEWYORK,NY 10017 | | 501C(3) | REDUCE SUFFERING & POVERTY | 5,000 |
| CONYERS MAIN STREET FOUNDATION901 RAILROAD STREET CONYERS,GA 30012 | | 501C(3) | PRESERVATION/REVITALIZING COMMUNITY | 500 |
| EMORY UNIVERSITY ADRC201 DOWMAN DRIVE ATLANTA,GA 30322 | | 509A(1) | IMPROVE LIVES AFFECTED ALZHEIMERS | 500 |
| FIRELIGHT FOUNDATION740 FRONT STREET SUITE 380 SANTA CRUZ,CA 95060 | | 501C(3) | IMPROVE LIVES CHILDREN WITH AIDS | 5,000 |
| FOOD BANK OF NORTHEAST GA 861 NEWTON BRIDGE RD ATHENS,GA 30607 | | 501C(3) | FEED THE COMMUNITY | 10,000 |
| FOUNDATION CENTER50 HURT PLAZA SUITE 150 ATLANTA,GA 30303 | | 509A(1) | ADVANCE KNOWLEDGE PHILANTHROPY | 5,000 |
| GENESIS SHELTER INC173 BOULEVARD AVE ATLANTA,GA 30312 | | 509A(1) | EMERGENCY SHELTER FOR FAMLIES | 3,500 |
| GEORGIA JUSTICE PROJECT438 EDGEWOOD AVE ATLANTA,GA 30312 | | 509A(1) | BREAK CRIME POVERTY CYCLE | 1,400 |
| GA PARTNERSHIP EXCELLENCE IN EDUC235 PEACHTREET ST SUITE 900 ATLANTA,GA 30303 | | 501C(3) | IMPROVE STUDENT ACHIEVEMENT | 10,000 |
| GEORGIA SHAKESPEARE FEST 4484 PEACHTREE RD NE ATLANTA,GA 30319 | | 509A(1) | EDUC PROGRAMS ABOUT PLAYWIRGHTS | 10,000 |
| GIRL TALK3490 PIEDMONT ROAD ATLANTA,GA 30305 | | 501C(3) | PEER MENTORING MIDDLE SCHOOL | 5,000 |
| GIRLS INC GREATER ATLANTA 1401 PEACHTREE ST ATLANTA,GA 30309 | | 509A(1) | INSPIRE GIRLS STRONG SMART & BOLD | 250 |
| GRADY HEALTH FOUNDATION50 HURT PLAZA ATLANTA,GA 30303 | | 501C(3) | SUPPORT GRADY HEALTH SYSTEM | 10,000 |
| HOLLINS UNIVERSITY CORPPO BOX 9629 ROANOKE,VA 24020 | | 509A(1) | INSTITUTION OF HIGHER EDUCATION | 1,000 |
| IHC - VETERAN'S HEART GA 3366 SHADYSIDE ROAD MARIETTA,GA 30008 | | 501C(3) | HEALING PTSD | 350 |

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> | | | | |
| INTERFAITH CHILDREN'S MOVEMENTP O BOX 54149 ATLANTA,GA 30308 | | 509A(2) | IMPROVE WELLBEING OF GA CHILDREN | 250 |
| INTERNATIONAL RESCUE COMMITTEE122 E 42ND STREET NEWYORK,NY 10068 | | 501C(3) | OPPORTUNITIES FOR REFUGEES | 10,000 |
| INTOWN COLLABORATIVE MINISTRIESP O BOX 8808 ATLANTA,GA 31106 | | 501C(3) | SOLUTIONS FOR HOMELESSNESS/HUNGER | 1,000 |
| KIDSGYM USA3636 COLLEGE STREET COLLEGE PARK,GA 30337 | | 509A(2) | FITNESS PRINCIPLES MENTAL/PHYSICAL | 1,000 |
| LIFE MINISTRIES TODAY INC 11285 ELKINS ROAD SUITE H5-A ROSWELL,GA 30076 | | 501C(3) | HELP PEOPLE FIND FREEDOM IN CHRIST | 500 |
| MARION MEDICAL MISSION 1412SHAWNEE DRIVE MARION,IL 62959 | | 501C(3) | MISSION WORK IN AFRICA | 10,000 |
| MEN STOPPING VIOLENCE2785 LAWRENCEVILLE HWY DECATUR,GA 30033 | | 509A(2) | SAFE COMMUNITIES FOR GIRLS/WOMEN | 250 |
| MOUNTAIN WISDOM INC131 WIND WING WAY ELLIJAY,GA 30536 | | 501C(3) | HELP YOUNG PEOPLE FIND PURPOSE | 500 |
| NATIONAL OUTDOOR LEADERSHIP284 LINCOLN ST LANDER,WY 82520 | | 501C(3) | WILDERNESS EDUCATION | 500 |
| NATIONAL YOUTH AWARENESS FORUM346E BAI BUREH ROAD CALABA TOWN FREETOWN, WEST AFRICA SL | | NGO | WATER/HYGIENE PROJECT SIERRA LEONE | 4,845 |
| ODYSSEY INC1424 WEST PACES FERRY RD ATLANTA,GA 30327 | | 509A(3) | SUMMER EDUCATIONAL PROGRAMS | 25,000 |
| OUR HOUSE INCP O BOX 1304 DECATUR,GA 30031 | | 509A(1) | EARLY CARE EDUC HOMELESS CHILDREN | 500 |
| PAIDEIA SCHOOL1509 PONCE DE LEON AVE NE ATLANTA,GA 30307 | | 509A(1) | DIVERSIFIED EDUCATION INSTITUTION | 2,000 |
| PLANNED PARENTHOOD SOUTHEAST75 PIEDMONT AVE ATLANTA,GA 30303 | | 501C(3) | EVERY CHILD IS WANTED CHILD | 100 |
| POLIS INSTITUTE INC1610 S ORANGE BLOSSOM TR ORLANDO,FL 32805 | | 501C(3) | IMPROVE WELL BEING OF ORLANDO | 600 |
| POSSE FOUNDATION INC101 MARIETTA STREET NW SUITE 100 ATLANTA,GA 30345 | | 509A(1) | PROMOTES HIGH SCHOOL YOUTH LEADERS | 20,000 |
| PRESBYTERIAN HERITAGE CENTERP O BOX 207 MONTREAT,NC 28757 | | 501C(3) | EDUC PRESBYTERAIN HERITAGE/MISSION | 500 |
| PROJECT GRAD ATLANTA70 FAIRLIE STREET SUITE 200 ATLANTA,GA 30303 | | 509A(1) | SUPPORT YOUTH DEVELOPMENT | 500 |
| ROBERT W WOODRUFF ART CEN 1280 PEACHTREE ST NE ATLANTA,GA 30309 | | 509A(1) | INSPIRE CREATE ARTS AND EDUCATION | 1,000 |
| ROCKDALE YOUTH SOCCER ASSOCIATIONP O BOX 51 CONYERS,GA 30012 | | 509A(2) | HONESTY LOYALTY COURAGE TO BE ADULTS | 7,500 |
| SIM USAP O BOX 7900 CHARLOTTE,NC 28241 | | 501C(3) | MISSION ORGANIZATION | 10,000 |
| SPECIAL OLYMPICS133 19TH ST NW WASHINGTON,DC 20036 | | 509A(1) | SERVES PEOPLE WITH DISABILITIES | 300 |
| TEACH FOR AMERICA600 WEST PEACHTREE STREET SUITE 450 ATLANTA,GA 30308 | | 509A(1) | ELIMINATE EDUCATIONAL INEQUITY | 100,000 |
| THE CHILDREN'S MUSEUM OF ATLANTA275 CENTENNIAL OLYMPIC PK ATLANTA,GA 30313 | | 509A(1) | ACTIVITIES TO PROMOTE LEARNING | 1,000 |
| THE CRADDOCK CENTER947 CHERRY LOG ST CHERRY LOG,GA 30522 | | 509A(1) | ENRICH LIVES IN SOUTHERN APPALACHIA | 250 |
| THE FISTULA FOUNDATION1900 THE ALAMEDA STE 500 SAN JOSE,CA 95126 | | 501C(3) | PROVIDE HEALTHCARE FOR FISTULA | 250 |
| THE FUND FOR AGNES SCOTT141 E COLLEGE AVE DECATUR,GA 30030 | | 509A(1) | INSTITUTE OF HIGHER LEARNING | 500 |
| THE JUNIOR LEAGUE OF ATLANTA3154 NORTHSIDE PARKWAY ATLANTA,GA 30327 | | 501C(3) | WOMEN COMMITTED TO VOLUNTEERING | 500 |
| THE MCCALLIE SCHOOL500 DODDS AVE CHATTANOOGA,TN 37404 | | 509A(1) | PREPARE MEN TO MAKE A POSTITIVE DIFF | 500 |
| TREES ATLANTA225 CHESTER AVE ATLANTA,GA 30316 | | 509A(1) | PLANT TREES IN URBAN ATLANTA | 300 |

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> | | | | |
| UNICEF1447 PEACHTREE ST SUITE 530 ATLANTA,GA 30309 | | 501C(3) | ADVOCATE FOR CHILDREN'S RIGHTS | 15,000 |
| UNIVERISTY OF COLORADO FOUNDATION4740 WALNUT STREET BOULDER,CO 80301 | | 509A(1) | INSTITUTE OF HIGHER EDUCATION | 2,500 |
| WESLEYAN UNIVERSITY318 HIGH STREET MIDDLETON,CT 06459 | | 509A(1) | INSTITUTE OF HIGHER EDUCATION | 1,000 |
| WESTMINSTER SCHOOLS1424 WEST PACES FERRY RD ATLANTA,GA 30327 | | 509A(1) | CHRISTIAN INDEPENDENT DAY SCHOOL | 1,000 |
| WILDERNESS WORKS644 MEMORIAL DRIVE ATLANTA,GA 30312 | | 501C(3) | EMPOWER/ENRICH CHILDREN OF ATLANTA | 75 |
| WILLIAM J CLINTON FOUNDATION 1200 PRESIDENT CLINTON AV LITTLE ROCK,AR 72201 | | 501C(3) | MEET THE CHALLENGES INTERDEPENDENCE | 10,000 |
| WOODRUFF ARTS CENTER1280 PEACHTREE ST ATLANTA,GA 30309 | | 509A(1) | SUPPORT ARTS AND EDUCATION | 10,000 |
| YEAR UP INC93 SUMMER ST 5TH FLOOR BOSTON,MA 02110 | | 509A(1) | TRAINING PROGRAM FOR YOUNG ADULTS | 15,000 |
| YWCA957 NORTH HIGHLAND NE ATLANTA,GA 30306 | | 501C(3) | SALUTE TO WOMEN ACHIEVEMENT | 1,000 |
| PRIOR YEAR VOIDED CHECKS4525 CLUB DRIVE ATLANTA,GA 30318 | | | VOID PRIOR YEAR CHECKS | -2,525 |
| Total  3a | | | | 524,153 |

TY 2011 Accounting Fees Schedule

Name: THE ROCKDALE FOUNDATION INC

EIN: 58-2668065

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|--------------------------|------------------------|---|
| ACCOUNTING FEES | 7,900 | 5,925 | | 1,975 |

TY 2011 Compensation Explanation**Name:** THE ROCKDALE FOUNDATION INC**EIN:** 58-2668065

| Person Name | Explanation |
|----------------------|-------------|
| KATHLEEN M BARKSDALE | |
| LISA MORRIS | |
| WINSOME HAWKINS | |
| BEVERLY HALL | |
| JOANNA ADAMS | |

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

TY 2011 Depreciation Schedule

Name: THE ROCKDALE FOUNDATION INC

EIN: 58-2668065

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|---------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| GRANT MANAGEMENT SOFTWARE | 2005-07-15 | 2,468 | 2,468 | S/L | 3 0000 | | | | |

**TY 2011 Investments Corporate
Stock Schedule****Name:** THE ROCKDALE FOUNDATION INC**EIN:** 58-2668065

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------|---------------------------|----------------------------------|
| MELLON SECURITIES | 3,647,494 | 3,647,494 |

TY 2011 Land, Etc. Schedule

Name: THE ROCKDALE FOUNDATION INC

EIN: 58-2668065

| Category / Item | Cost / Other Basis | Accumulated Depreciation | Book Value | End of Year Fair Market Value |
|-----------------|--------------------|--------------------------|------------|-------------------------------|
| | 2,468 | 2,468 | | |

TY 2011 Other Assets Schedule**Name:** THE ROCKDALE FOUNDATION INC**EIN:** 58-2668065

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|-------------------------------------|-----------------------------------|-----------------------------|------------------------------------|
| ACCION INTERNATIONAL | 250,000 | | |
| WCCN | 250,000 | | |
| CALVERT ACCRUED INTEREST RECEIVABLE | 47,105 | 47,105 | 47,105 |
| CALVERT SOCIAL INVESTMENT | 500,000 | 500,000 | 500,000 |

TY 2011 Other Decreases Schedule

Name: THE ROCKDALE FOUNDATION INC

EIN: 58-2668065

| Description | Amount |
|-----------------------------|--------|
| UNREALIZED GAINS AND LOSSES | 59,733 |

TY 2011 Other Expenses Schedule

Name: THE ROCKDALE FOUNDATION INC

EIN: 58-2668065

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------------|-----------------------------------|--------------------------|---------------------|--|
| EXPENSES | | | | |
| INFORMATION TECHNOLOGY FEES | 750 | 150 | | 600 |
| OFFICE SUPPLIES | 1,504 | 301 | | 1,203 |
| POSTAGE & DELIVERY | 462 | 92 | | 370 |
| EQUIPMENT PURCHASE | 3,167 | 1,584 | | 1,583 |
| STAFF DEVELOPMENT | 1,323 | 265 | | 1,058 |
| BANK SERVICE FEES | 278 | 58 | | 220 |
| INVESTMENT EXPENSES | 38,530 | 38,530 | | |
| KITCHEN SUPPLIES | 152 | 30 | | 122 |
| MEMBERSHIP DUES | 500 | 100 | | 400 |

TY 2011 Other Income Schedule

Name: THE ROCKDALE FOUNDATION INC

EIN: 58-2668065

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|-------------------------|-----------------------------------|--------------------------|---------------------|
| OTHER INVESTMENT INCOME | 1 59 | 1 59 | |
| OTHER REVENUE | 59 | 59 | |

TY 2011 Other Professional Fees Schedule

Name: THE ROCKDALE FOUNDATION INC

EIN: 58-2668065

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------|--------|--------------------------|------------------------|---|
| PROFESSIONAL FEES | 1,500 | 1,125 | | 375 |

TY 2011 Taxes Schedule**Name:** THE ROCKDALE FOUNDATION INC**EIN:** 58-2668065

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------|--------|--------------------------|------------------------|---|
| OTHER TAXES | 173 | 173 | | |