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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

WORMSLOE FOUNDATION, INC.

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

22 W. BRYAN STREET

Room/suite

City or town, state, and ZIP code

SAVANNAH, GA 31401

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,210,003.** J Accounting method: Cash Accrual
 Other (specify) _____

		(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	61,599.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	328.	328.		STATEMENT 1
	4 Dividends and interest from securities	74,973.	74,973.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	438,088.	6,984.		
	7 Capital gain net income (from Part IV, line 2)		6,984.		N/A
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
Operating and Administrative Expenses	11 Other income	120,343.	58,744.	0.	STATEMENT 3
	12 Total Add lines 1 through 11	173,316.	14,453.	0.	153,763.
	13 Compensation of officers, directors, trustees, etc	5,100.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	1,548.	0.	0.	1,548.
	b Accounting fees	3,061.	761.	0.	2,300.
	c Other professional fees				
	17 Interest				
	18 Taxes	3,658.	2,536.	0.	1,122.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	785.	0.	0.	785.
	22 Printing and publications				
	23 Other expenses	17,664.	11,156.	0.	6,508.
	24 Total operating and administrative expenses. Add lines 13 through 23	31,816.	14,453.	0.	12,263.
	25 Contributions, gifts, grants paid	141,500.			141,500.
	26 Total expenses and disbursements. Add lines 24 and 25				
	27 Subtract line 26 from line 12:	<52,973. >			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		44,291.		
	c Adjusted net income (if negative, enter -0-)			0.	

16P

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	2,413.	12,656.	12,656.
	2	Savings and temporary cash investments	7,423.	28,134.	28,134.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,211.	2,000.	2,000.
Assets	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 8	1,279,042.	1,265,186.
	c	Investments - corporate bonds			2,165,322.
	11	Investments - land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 9	690,184.	567,072.
	14	Land, buildings, and equipment: basis ►	93,700.		816,891.
		Less accumulated depreciation ►		93,700.	185,000.
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		2,073,973.	1,968,748.
					3,210,003.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		526,109.	526,109.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		1,547,864.	1,442,639.
	30	Total net assets or fund balances		2,073,973.	1,968,748.
	31	Total liabilities and net assets/fund balances		2,073,973.	1,968,748.

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	2,073,973.
2	Enter amount from Part I, line 27a	2	<52,973. >
3	Other increases not included in line 2 (itemize) ► <u>NONTAXABLE DISTRIBUTIONS</u>	3	4,148.
4	Add lines 1, 2, and 3	4	2,025,148.
5	Decreases not included in line 2 (itemize) ► <u>UNREALIZED LOSSES-SAL ASIA FD</u>	5	56,400.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,968,748.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
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					
b					
c					
d					
e 438,088.		431,104.		6,984.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e				6,984.	
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	6,984.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	<44,681. >

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	117,925.	3,005,383.	.039238
2009	154,141.	2,011,100.	.076645
2008	176,486.	2,464,892.	.071600
2007	194,332.	3,802,967.	.051100
2006	214,576.	3,715,723.	.057748

2 Total of line 1, column (d)	2	.296331
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	.059266
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,248,350.
5 Multiply line 4 by line 3	5	192,517.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	443.
7 Add lines 5 and 6	7	192,960.
8 Enter qualifying distributions from Part XII, line 4	8	153,763.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	886.
Date of ruling or determination letter: _____			
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2 3 4 5	0. 886. 0. 886.	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:	6a 6b 6c 6d	2,000.	
a 2011 estimated tax payments and 2010 overpayment credited to 2011			
b Exempt foreign organizations - tax withheld at source			
c Tax paid with application for extension of time to file (Form 8866)			
d Backup withholding erroneously withheld			
7 Total credits and payments. Add lines 6a through 6d	7 8 9 10 11	2,000. 1. 1,113. 0.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 1,113. Refunded ►			

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?	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1a 1b	X X
1c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.	2	
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	3	
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	4a 4b	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	5	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	6	
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?	7	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	8b	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>GA</u>	9	
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	10	
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)? <i>If "Yes," complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11	<input checked="" type="checkbox"/>	
12	<input checked="" type="checkbox"/>	
13	<input checked="" type="checkbox"/>	
Website address ► N/A		
14	The books are in care of ► CRAIG BARROW, III	Telephone no. ► (912) 234-5400
	Located at ► WORMSLOE LIBRARY, SAVANNAH, GA	ZIP+4 ► 31406
15	<input type="checkbox"/>	15 N/A 0.
16	<input checked="" type="checkbox"/>	Yes No
	<input checked="" type="checkbox"/>	X

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	N/A	
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	<input checked="" type="checkbox"/>
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	<input checked="" type="checkbox"/>
	4b	<input checked="" type="checkbox"/>

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

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?

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

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?

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.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		5,100.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

► 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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



0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	► 0.

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,385,105.
b	Average of monthly cash balances	1b	43,942.
c	Fair market value of all other assets	1c	868,770.
d	Total (add lines 1a, b, and c)	1d	3,297,817.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,297,817.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,467.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,248,350.
6	Minimum investment return. Enter 5% of line 5	6	162,418.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	162,418.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	886.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	886.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	161,532.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	161,532.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	161,532.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	153,763.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	153,763.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	153,763.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				161,532.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	6,441.			
b From 2007	7,466.			
c From 2008	55,821.			
d From 2009	54,364.			
e From 2010				
f Total of lines 3a through e	124,092.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 153,763.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount	0.			153,763.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	7,769.			7,769.
6 Enter the net total of each column as indicated below:	116,323.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	116,323.			
10 Analysis of line 9:				
a Excess from 2007	6,138.			
b Excess from 2008	55,821.			
c Excess from 2009	54,364.			
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:

CRAIG BARROW, III

P.O. BOX 8346, SAVANNAH, GA 31412

- b The form in which applications should be submitted and information and materials they should include:**

LETTER

- c Any submission deadlines:**

NONE

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

LIMITED TO THE PRESERVATION AND STUDY OF AGRICULTURE, HORTICULTURE,
FORESTRY AND HISTORIC SITES AND DOCUMENTS.

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
a Paid during the year				
UNIVERSITY OF GA ARCH FOUNDATION 394 SOUTH MILLEDGE AVENUE <u>ATHENS, GA 30602</u>	N/A	T/E	PRESERVATION	66,500.
UNIVERSITY OF GEORGIA FDN 394 SOUTH MILLEDGE AVENUE <u>ATHENS, GA</u>	N/A	T/E	LIBRARY PRESERVATION	50,000.
WORMSLOE INSTITUTE FOR ENVIRON HISTORY ISLE OF HOPE <u>SAVANNAH, GA 31406</u>	N/A	T/E	HISTORICAL PRESERVATION	25,000.
Total				► 3a 141,500.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	328.	
4 Dividends and interest from securities			14	74,973.	
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	<23,541.>	
8 Gain or (loss) from sales of assets other than inventory			18	6,984.	
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)	0.		58,744.	0.	
13 Total. Add line 12, columns (b), (d), and (e)	13		58,744.		
(See worksheet in line 12 instructions for your fiscal year.)					

(See Worksheet in line 13 Instructions to verify calculations.)

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011**Name of the organization****Employer identification number**WORMSLOE FOUNDATION, INC.

58-6034319

Organization type (check one).**Filers of:** **Section:**Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

-
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

-
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

-
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions of \$5,000 or more during the year

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

WORMSLOE FOUNDATION, INC.

Employer identification number

58-6034319

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TRUST U/W OF ELFRIDA D. BARROW P.O. BOX 188 SAVANNAH, GA 31402	\$ 61,449.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

WORMSLOE FOUNDATION, INC.

Employer identification number

58-6034319

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

WORMSLOE FOUNDATION, INC.

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

WORMSLOE FOUNDATION, INC.

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.)
a CORNING INC		04/11/11	09/14/11
b HEWLETT-PACKARD COMPANY		04/18/11	05/24/11
c MICROSOFT CORP		02/10/11	06/27/11
d RESEARCH IN MOTION LTD		03/25/11	06/27/11
e CENTERPOINT ENERGY INC		08/25/10	02/10/11
f SUNLIFE FINL INC		12/22/10	09/14/11
g AFLAC INC		03/07/02	03/25/11
h ALCOA INC		08/19/10	10/27/11
i AVON PRODUCTS INC		01/13/95	11/15/11
j ENTERPRISE PROD PTRS LP		12/22/09	04/12/11
k INTEL CORP		08/04/09	04/20/11
l SAVANNAH BANKCORP INC		VARIOUS	04/11/11
m 3M COMPANY		06/24/10	10/19/11
n CAPITAL GAIN DISTRIB		VARIOUS	12/31/11
o FROM CHATHAM DISTRESSED EQTY K-1		VARIOUS	12/31/11

(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 19,857.		30,319.	<10,462.>
b 53,099.		59,915.	<6,816.>
c 24,400.		27,974.	<3,574.>
d 13,796.		29,231.	<15,435.>
e 31,603.		29,835.	1,768.
f 24,667.		30,848.	<6,181.>
g 25,933.		14,199.	11,734.
h 26,890.		27,071.	<181.>
i 34,440.		14,391.	20,049.
j 63,231.		32,420.	30,811.
k 41,592.		39,285.	2,307.
l 30,197.		46,279.	<16,082.>
m 38,738.		40,115.	<1,377.>
n 135.			135.
o		3,162.	<3,162.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <10,462.>
b			** <6,816.>
c			** <3,574.>
d			** <15,435.>
e			** 1,768.
f			** <6,181.>
g			11,734.
h			<181.>
i			20,049.
j			30,811.
k			2,307.
l			<16,082.>
m			<1,377.>
n			135.
o			<3,162.>

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 }

2	
3	

** (SHORT-TERM)

WORMSLOE FOUNDATION, INC.

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.)
a	FROM CHATHAM SMALL CAP LP K-1		VARIOUS	12/31/11
b	FROM CHATHAM SMALL CAP LP K-1		VARIOUS	12/31/11
c	FROM ENTERPRISE PRODUCTS LP K-1		VARIOUS	12/31/11
d	FROM STERNE AGEES ASIA FD K=1		VARIOUS	12/31/11
e	FROM STERNE AGEES ASIA FD K=1		VARIOUS	12/31/11
f	FROM SUMMIT HOUSING LLC K-1		VARIOUS	12/31/11
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		1,975.	<1,975. >
b	5,141.		5,141.
c	36.		36.
d		2,006.	<2,006. >
e		2,079.	<2,079. >
f	4,333.		4,333.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			** <1,975. >
b			5,141.
c			36.
d		**	<2,006. >
e			<2,079. >
f			4,333.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	6,984.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	<44,681. >

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ENTERPRISE PRODUCTS LP	5.
NW QUADRANT PTRS LP	147.
STERNE AGEE & LEACH	11.
STERNE AGEE ASIA FD LP	112.
SUMMIT HOUSING PTRS LLC	48.
THE SAVANNAH BANK	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	328.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHATHAM DISTRESSED LP	2,716.	0.	2,716.
CHATHAM SMALL CAP PTRSP	3,281.	0.	3,281.
STERNE AGEE & LEACH	59,477.	0.	59,477.
STERNE AGEE ASIA FD LP	9,499.	0.	9,499.
TOTAL TO FM 990-PF, PART I, LN 4	74,973.	0.	74,973.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHATHAM DISTRESSED EQTY LP K-1	<94. >	<94. >	0.
NORTHWEST QUADRANT PTRS LP K-1	4,126.	4,126.	0.
SUMMIT HOUSING PTRS LLC K-1	<26,965. >	<26,965. >	0.
ENTERPRISE PRODUCTS PTRS LP K-1	<608. >	<608. >	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<23,541. >	<23,541. >	0.

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ELLIS PAINTER	1,548.	0.	0.	1,548.
TO FM 990-PF, PG 1, LN 16A	1,548.	0.	0.	1,548.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KARP, RONNING & TINDOL, P.C.	2,300.	0.	0.	2,300.
K-1 - STERNE AGEE ASIA FUND	761.	761.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,061.	761.	0.	2,300.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SECRETARY OF STATE TAX COMMISSIONER OF CHATHAM COUNTY	75.	0.	0.	75.
U.S. TREASURY	1,047.	0.	0.	1,047.
K-1 ACTIVITIES: TAXES	1,922.	1,922.	0.	0.
FOREIGN TAXES	451.	451.	0.	0.
TO FORM 990-PF, PG 1, LN 18	163.	163.	0.	0.
	3,658.	2,536.	0.	1,122.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HONORARIUM	1,000.	0.	0.	1,000.
K-1 ACTIVITIES: MGT FEES	10,031.	10,031.	0.	0.
REPAIRS	3,055.	0.	0.	3,055.
K-1 ACTIVITIES: MISC EXP	1,042.	1,042.	0.	0.
INSURANCE	1,872.	0.	0.	1,872.
OFFICE EXPENSE	581.	0.	0.	581.
MISC EXPENSE	83.	83.	0.	0.
TO FORM 990-PF, PG 1, LN 23	17,664.	11,156.	0.	6,508.

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN CORPORATE STOCKS - SEE ATTACHED SCHEDULE	1,265,186.	2,165,322.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,265,186.	2,165,322.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN OTHER - SEE ATTACHED SCHEDULE	FMV	567,072.	816,891.
TOTAL TO FORM 990-PF, PART II, LINE 13		567,072.	816,891.

Wormsloe Foundation, Inc
58-6034319
Year ended 12/31/11

Part II, Line 10b - Corporate Stocks

	Corporate Stocks	# of Shares	Cost 12/31/11	FMV 12/31/11
1	AFLAC Inc	1,000	28,399	43,260
2	AT & T Inc	2,000	49,331	60,480
3	Abbott Laboratories	1,000	39,522	56,230
4	Altria Group Inc	2,000	34,028	59,300
5	American Tower Corp	1,000	43,420	60,010
6	Apache Corp	1,000	43,744	90,580
7	Aqua America Inc	1,500	33,311	33,075
8	Automatic Data Processing Inc	1,000	40,685	54,010
9	Bristol Myers Squibb Co	2,000	19,703	70,480
10	CVS Caremark Corp	2,000	27,664	81,560
11	Conocophillips	1,000	26,707	72,870
12	Costco Wholesale Corp	1,000	33,276	83,320
13	Dupont E I DeNemours	1,200	44,172	54,936
14	Emerson Electric	1,000	29,821	46,590
15	Exxon Mobil Corp	4,500	25,959	381,420
16	General Electric Company	2,000	37,108	35,820
17	General Mills Inc	1,000	36,820	40,410
18	Genuine Parts Company	1,000	35,521	61,200
19	International Business Machines	500	53,247	91,940
20	Johnson & Johnson Common	1,000	37,240	65,580
21	Lilly Eli & Company	1,000	38,260	41,560
22	Merck & Company	1,500	56,258	56,550
23	Microchip Technology Inc	1,200	41,311	43,956
24	Murphy Oil Corp	1,000	18,268	55,740
25	Nucor Corp	1,000	42,760	39,570
26	Proctor & Gamble Co	1,000	54,934	66,710
27	Seadrill Limited	1,000	36,136	33,180
28	Starwood Property Trust	1,500	31,316	27,765
29	Tortoise MLP Fund Inc	2,000	48,445	51,540
30	United Technologies	1,000	66,888	73,090
31	Verizon Communications	1,000	26,431	40,120
32	Wal-Mart Stores Inc	1,000	48,718	59,760
33	Waste Management	1,000	35,783	32,710
			1,265,186	2,165,322
			TB	

Wormsloe Foundation, Inc
58-6034319
Year ended 12/31/11

Part II, Line 13 - Investments (Other)

Investments (Other)	Cost 12/31/11	FMV 12/31/11
1 Chatham Small Cap Partnership I, L P	157,736	286,774
2 Chatham Distressed Eqty Opport. LP	84,575	106,812
3 Sterne Agee Asia Ltd Ptrship Fund	223,823	223,305
4 Summit Housing Ptrs LLC	113,571	200,000
5 Northwest Quadrant Partners LP	(12,633)	-
	<u>567,072</u>	<u>816,891</u>

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MRS. DIANA D. BARROW 7601 SKIDAWAY ROAD SAVANNAH, GA 31401	CHAIRMAN 2.00	0.	0.	0.
MR. CRAIG BARROW, III 7601 SKIDAWAY ROAD SAVANNAH, GA 31406	TREASURER 5.00	0.	0.	0.
MR. J. WILEY ELLIS 144 RENDANT AVE. SAVANNAH, GA 31419	TRUSTEE 1.00	0.	0.	0.
MR. THORNTON D. BARROW P.O. BOX 8346 SAVANNAH, GA 31412	TRUSTEE 1.00	0.	0.	0.
MRS. ELFRIDA B. MOORE 584 DAVANT PLANTATION DRIVE RIDGEGLAND, SC 29936-3806	TRUSTEE 1.00	0.	0.	0.
MR. MALCOLM BELL, III 433 N. FIRST ST. CHARLOTTESVILLE, VA 22906	TRUSTEE 1.00	0.	0.	0.
MS. JULIET CHISOLM 5 WATERFORD LANE SAVANNAH, GA 31411	SECRETARY 5.00	5,100.	0.	0.
DR. CHARLES KNAPP 3445 PEACHTREE RD NE, STE 175 ATLANTA, GA 30326	TRUSTEE 1.00	0.	0.	0.
SARAH ROSS P.O. BOX 40 ROARING GAP, NC 28668	PRESIDENT 4.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		5,100.	0.	0.

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

► *Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.*

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

► *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Type or print	Name of exempt organization or other filer, see instructions WORMSLOE FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 58-6034319
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O. box, see instructions 22 W. BRYAN STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions. SAVANNAH, GA 31401	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

CRAIG BARROW, III

- The books are in the care of ► **WORMSLOE LIBRARY, SAVANNAH, GA - 31406**

Telephone No ► **(912) 234-5400** FAX No ► ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2011** or► tax year beginning and ending 2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

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► **Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 22 W. BRYAN STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAVANNAH, GA 31401	

Enter the Return code for the return that this application is for (file a separate application for each return)

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