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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 KNOX FOUNDATION

A Employer identification number
58-6163728

Number and street (or P O box number if mail is not delivered to street address) Room/suite
3133 WASHINGTON ROAD NW

B Telephone number (see page 10 of the instructions)
(706) 595-1907

City or town, state, and ZIP code
THOMSON, GA 30824

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)* ▶$ 61,709,559

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)	487,292			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,193,640	1,193,640	1,193,640	
	5a	Gross rents	293,829	293,829	293,829	
	b	Net rental income or (loss) 187,209				
	6a	Net gain or (loss) from sale of assets not on line 10	34,691			
	b	Gross sales price for all assets on line 6a 7,894,703				
	7	Capital gain net income (from Part IV, line 2)		34,691		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,860	1,860	1,860	
	12	**Total.** Add lines 1 through 11	2,011,312	1,524,020	1,489,329	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	120,000	60,000		60,000
	14	Other employee salaries and wages	91,000	45,500		45,500
	15	Pension plans, employee benefits	86,802	43,401		43,401
	16a	Legal fees (attach schedule)	366	183		183
	b	Accounting fees (attach schedule)	7,650	3,825		3,825
	c	Other professional fees (attach schedule)	112,878	112,878		
	17	Interest	51	51		
	18	Taxes (attach schedule) (see page 14 of the instructions)	101,259	12,498		7,661
	19	Depreciation (attach schedule) and depletion	78,951	78,951		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	127,830	125,646		2,184
	24	**Total operating and administrative expenses.** Add lines 13 through 23	726,787	482,933		162,754
	25	Contributions, gifts, grants paid	2,564,545			2,564,545
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,291,332	482,933		2,727,299
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,280,020			
	b	**Net investment income** (if negative, enter -0-)		1,041,087		
	c	**Adjusted net income** (if negative, enter -0-)			1,489,329	

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			
2	Savings and temporary cash investments	1,210,943	637,707	637,707
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable	105,000		
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)	47,592,283	50,111,099	50,111,099
c	Investments—corporate bonds (attach schedule)	4,313,223	5,716,372	5,716,372
11	Investments—land, buildings, and equipment basis ▶ 5,040,461 Less accumulated depreciation (attach schedule) ▶ 1,273,424	3,877,835	3,767,037	5,040,461
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,507,563		
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	233,053	203,920	203,920
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	58,839,900	60,436,135	61,709,559
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable	105,000		
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 ▶)	200	23,674	
23	**Total liabilities** (add lines 17 through 22)	105,200	23,674	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	58,734,700	60,412,461	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **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			
30	**Total net assets or fund balances** (see page 17 of the instructions)	58,734,700	60,412,461	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	58,839,900	60,436,135	

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	58,734,700
2	Enter amount from Part I, line 27a	2	-1,280,020
3	Other increases not included in line 2 (itemize) ▶	3	3,705,872
4	Add lines 1, 2, and 3	4	61,160,552
5	Decreases not included in line 2 (itemize) ▶	5	748,091
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	60,412,461

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	34,691
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	-50,309

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	2,164,796	53,977,125	0 04011
2009	2,955,178	47,045,570	0 06282
2008	3,575,775	56,381,209	0 06342
2007	3,464,017	72,690,570	0 04765
2006	1,906,484	71,586,261	0 02663

2	**Total** of line 1, column (d).	2	0 24063
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 04813
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	59,134,668
5	Multiply line 4 by line 3.	5	2,845,915
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	10,411
7	Add lines 5 and 6.	7	2,856,326
8	Enter qualifying distributions from Part XII, line 4.	8	2,727,299

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	20,822
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	20,822
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	20,822
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	60,153		
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	60,153
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ 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	39,331
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	39,331	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		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? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JEFFERSON KNOX Telephone no ▶(706) 595-1907

Located at ▶3133 Washington Rd N W THOMSON GA ZIP+4 ▶30824

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		No
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)?	**5b**		**No**
	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?	**6b**		**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?	**7b**		**No**

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
JEFFERSON B A KNOX P O BOX 26 THOMSON, GA 30824	DIRECTOR 40 00	120,000	30,000	

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
JUDY WHIDDON PO BOX 26 THOMSON, GA 30824	ADMINISTRATIVE 40 00	91,000	22,750	
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	
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	53,866,489
b	Average of monthly cash balances	1b	924,326
c	Fair market value of all other assets (see page 24 of the instructions)	1c	5,244,381
d	**Total** (add lines 1a, b, and c)	1d	60,035,196
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	
3	Subtract line 2 from line 1d	3	60,035,196
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	900,528
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	59,134,668
6	**Minimum investment return.** Enter 5% of line 5	6	2,956,733

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	2,956,733
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 20,822		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	20,822
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,935,911
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,935,911
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	2,935,911

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	2,727,299
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	2,727,299
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	2,727,299

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				2,935,911
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			2,471,204	
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.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,727,299				
a Applied to 2010, but not more than line 2a			2,471,204	
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). . .	0			
d Applied to 2011 distributable amount.				256,095
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).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				2,679,816
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				
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

KNOX FOUNDATION
3133 WASHINGTON RD
THOMSON, GA 30814
(706) 595-1907

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

NO SPECIFIC FORMAT

c Any submission deadlines

NO SPECIFIC DEADLINES

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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* See Additional Data Table				
Total . . . . ▶ **3a**				2,564,545
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (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					
4 Dividends and interest from securities			14	1,193,640	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	187,209	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	34,691	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a MISCELLEANOUS RECEIPTS			14	1,860	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,417,400	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,417,400

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2012-09-13 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed	PTIN
John P Gillion Jr		☑	

Firm's name ▶ Baird & Company CPAs LLC | Firm's EIN ▶

Firm's address ▶ 4210 Columbia Rd Bldg 10 Augusta, GA 30907 | Phone no (706)855-9500

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☑ Yes ☐ No efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491257008512

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2011

Name of organization
THE KNOX FOUNDATION

Employer identification number
58-6163728

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 organization

Form 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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)

Name of organization
THE KNOX FOUNDATION

Employer identification number
58-6163728

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) Aggregate contributions	(d) Type of contribution
4	THE GEORGE ANN KNOX CLAT TRUST PO BOX 26 THOMSON, GA 30824	$ 187,265	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	THE PAT KNOX DAK CLAT TRUST PO BOX 927 AUGUSTA, GA 30907	$ 75,013	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	THE PAT KNOX JKL CLAT TRUST PO BOX 927 AUGUSTA, GA 30907	$ 75,013	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
1	JULIA PR KNOX - HUDSON 103 LAKEMONT DRIVE AUGUSTA, GA 30904	$ 150,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
THE KNOX FOUNDATION

Employer identification number
58-6163728

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
		$	
		$	
		$	
		$	
		$	
		$	

Name of organization
THE KNOX FOUNDATION

Employer identification number
58-6163728

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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 See instructions) ▶ $
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

Additional Data

Software ID:	11000144
Software Version:	2011v1.2
EIN:	58-6163728
Name:	THE KNOX FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL GAIN DISTRIBUTIONS	P	2010-01-01	2011-12-31
341 & 345 WALKER STREET	P	2007-10-12	2011-06-25
MORGAN KEEGAN PRIVATE EQUITY QP	P	2001-01-01	2011-01-01
MORGAN KEEGAN EARLY STAGE FUND	P	2001-01-01	2011-01-01
OPTIONS	P	2011-01-01	2011-12-31
38835 PIMCO LOW DURATION	P	2009-08-25	2011-11-17
63230 PIMCO LOW DURATION	P	2009-08-25	2011-10-20
6196 PIMCO LOW DURATION	P	2009-08-25	2011-06-20
9506 PIMCO LOW DURATION	P	2009-08-25	2011-06-06
67879 SECURITY BANK CORP	P	1999-09-14	2011-05-18
4757 PIMCO LOW DURATION	P	2009-08-25	2011-05-18
432 WELLS FARGO	P	2007-10-31	2011-02-16
434 WELLS FARGO	P	2007-10-25	2011-02-16
2000 WELLS FARGO	P	2000-07-06	2011-02-16
14700 PRUDENTIAL	P	2001-12-13	2011-02-16
10000 CITIGROUP	P	2004-11-19	2011-02-16
175 ALTRIA GROUP	P	2000-07-06	2011-02-16
1542 WALMART	P	2010-02-04	2011-03-22
1349 PEPSICO INC	P	2010-02-04	2011-07-15
5000 MICROSOFT	P	2008-04-25	2011-08-26
70 APPLE INC	P	2007-10-31	2011-08-26
280 AMAZON COM INC	P	2007-10-31	2011-08-26
10400 WACHOVIA	P	2008-09-26	2011-10-03
2200 GLOBAL PAYMENTS	P	2010-03-12	2011-04-28
31 FREEPORT MCMORAN	P	2008-11-04	2011-01-03
2300 FLUOR CORP	P	2009-12-23	2011-01-28
4500 MYLAN LABS INC	P	2010-09-17	2011-07-08
1500 ENBRIDGE ENERGY	P	2011-10-21	2011-11-07
1500 BEST BUY	P	2010-06-21	2011-01-07
1500 AMEDISYS INC	P	2010-09-17	2011-02-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2000 NOBLE CORP	P	2011-07-15	2011-08-02
1800 TARGET CORP	P	2011-01-07	2011-06-03
3000 STAPLES INC	P	2011-05-18	2011-07-11
3000 QUALCOMM INC	P	2011-03-18	2011-04-12
800 PPG INDUSTRIES	P	2011-05-18	2011-08-03
500 LUBRIZOL CORP	P	2011-01-07	2011-04-12
1000 HONEYWELL INTERNATIONAL	P	2011-01-28	2011-05-04
2300 HALLIBURTON CO HOLDINGS CO	P	2011-01-28	2011-04-12
300 ENTERGY CORP	P	2011-03-18	2011-05-18
300 ENTERCOM COMMUNICATIONS	P	2011-03-18	2011-03-18
2000 CVS CAREMARK CORP	P	2011-02-04	2011-05-12
2500 BEST BUY	P	2011-04-28	2011-07-29
700 WOLVERINE WORLDWIDE	P	2005-12-23	2011-06-06
500 TARGET CORP	P	2010-10-15	2011-10-28
600 STRYKER CORP	P	2008-04-15	2011-06-06
10000 CHARLES SCHWAB	P	2010-04-30	2011-08-16
400 PROCTOR & GAMBLE	P	2007-05-21	2011-10-28
300 PEPSICO INC	P	2007-02-26	2011-06-06
6080 MCCORMICK & CO	P	2007-11-27	2011-01-31
10000 LOWES COMPANIES	P	2009-10-23	2011-06-06
500 ELI LILLY & CO	P	2010-02-03	2011-06-06
500 INTL BUSINESS MACHINES CORP	P	2005-10-14	2011-10-28
700 INTEL CORP	P	2009-10-23	2011-10-28
16775 HUDSON CITY BANCORP	P	2009-05-01	2011-01-25
2200 HOLLYFRONTIER CORP	P	2008-05-28	2011-09-14
2400 HOLLYFRONTIER CORP	P	2008-05-28	2011-05-13
2600 HELMERICH & PAYNE	P	2006-10-17	2011-09-14
1400 HELMERICH & PAYNE	P	2006-10-17	2011-05-09
600 HELMERICH & PAYNE	P	2006-10-17	2011-01-05
100 W W GRAINGER INC	P	2005-08-30	2011-10-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
400 W W GRAINGER INC	P	2005-08-30	2011-09-30
300 GENUINE PARTS CO	P	2007-12-10	2011-10-28
200 GENUINE PARTS CO	P	2007-12-10	2011-09-30
300 GENUINE PARTS CO	P	2007-12-10	2011-06-06
400 EXXON MOBIL CORP	P	2001-03-15	2011-05-09
200 CHEVRON	P	2000-12-15	2011-10-28
400 CHEVRON	P	2000-12-15	2011-05-09
700 BAKER HUGHES INC	P	2010-03-16	2011-06-06
1900 BAKER HUGHES INC	P	2010-03-16	2011-05-09
8100 CHARLES SCHWAB	P	2010-09-10	2011-08-16
500 ILLINOIS TOOL WORKS	P	2010-11-02	2011-10-28
6600 HUDSON CITY BANCORP	P	2010-11-02	2011-01-25
11300 FEDERATED INVESTORS, INC	P	2010-09-10	2011-05-27
1100 BROWN & BROWN INC	P	2010-09-10	2011-06-06
800 BAKER HUGHES INC	P	2010-03-16	2011-01-05
600 WOLVERINE WORLDWIDE	P	2011-01-05	2011-06-06
300 T ROWE PRICE	P	2011-09-30	2011-10-28
1000 LINEAR TECHNOLOGY	P	2011-09-30	2011-10-28
400 JOHNSON & JOHNSON	P	2011-01-05	2011-09-30
200 INTEL CORP	P	2011-01-05	2011-10-28
1200 INTEL CORP	P	2011-01-05	2011-06-06
3000 HOLLYFRONTIER CORP	P	2011-01-05	2011-09-14
7900 HEWLETT-PACKARD CO	P	2011-06-06	2011-09-14
200 EXPEDIA INC	P	2011-01-05	2011-05-09
100 CHEVRON	P	2011-01-05	2011-05-09
300 AT&T	P	2011-01-05	2011-10-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
436,948			436,948
27,000		37,796	-10,796
28,551			28,551
		261,256	-261,256
83,191		57,978	25,213
400,000		392,621	7,379
650,000		639,251	10,749
65,000		62,645	2,355
100,000		96,103	3,897
		687,489	-687,489
50,000		48,097	1,903
14,305		100,061	-85,756
14,374		99,931	-85,557
66,235		34,938	31,297
977,543		530,604	446,939
48,343		451,704	-403,361
4,162		1,882	2,280
80,168		82,201	-2,033
91,929		80,975	10,954
124,623		148,800	-24,177
25,981		13,201	12,780
53,479		24,773	28,706
260,000		91,077	168,923
116,012		99,374	16,638
3,779		1,198	2,581
161,911		102,902	59,009
111,022		82,218	28,804
44,146		45,157	-1,011
52,733		56,555	-3,822
55,471		41,239	14,232

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
71,673		80,212	-8,539
85,425		99,186	-13,761
45,323		50,222	-4,899
168,363		154,382	13,981
64,009		71,253	-7,244
66,978		51,936	15,042
60,833		57,066	3,767
105,113		101,321	3,792
20,570		19,815	755
3,033		3,045	-12
75,292		65,526	9,766
68,794		76,828	-8,034
25,320		15,800	9,520
27,424		27,170	254
35,627		37,849	-2,222
123,401		194,000	-70,599
25,832		25,383	449
20,766		19,383	1,383
267,761		231,515	36,246
230,431		213,200	17,231
18,575		17,643	932
86,872		41,096	45,776
17,370		14,176	3,194
182,005		213,661	-31,656
69,693		46,034	23,659
138,613		100,439	38,174
135,757		62,049	73,708
82,864		33,411	49,453
29,384		14,319	15,065
17,259		6,296	10,963

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
60,353		25,253	35,100
17,365		14,805	2,560
10,276		9,870	406
15,402		14,805	597
33,131		16,689	16,442
21,882		8,244	13,638
41,468		16,554	24,914
51,790		35,339	16,451
137,817		95,919	41,898
99,224		110,430	-11,206
24,361		23,295	1,066
71,609		77,138	-5,529
284,355		252,370	31,985
28,318		22,038	6,280
44,633		40,387	4,246
21,702		18,725	2,977
16,863		14,615	2,248
32,836		28,314	4,522
25,274		25,391	-117
4,963		4,232	731
26,021		25,392	629
95,037		61,683	33,354
176,950		369,033	-192,083
16,566		14,991	1,575
10,367		9,208	1,159
8,874		9,050	-176

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			436,948
			-10,796
			28,551
			-261,256
			25,213
			7,379
			10,749
			2,355
			3,897
			-687,489
			1,903
			-85,756
			-85,557
			31,297
			446,939
			-403,361
			2,280
			-2,033
			10,954
			-24,177
			12,780
			28,706
			168,923
			16,638
			2,581
			59,009
			28,804
			-1,011
			-3,822
			14,232

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-8,539
			-13,761
			-4,899
			13,981
			-7,244
			15,042
			3,767
			3,792
			755
			-12
			9,766
			-8,034
			9,520
			254
			-2,222
			-70,599
			449
			1,383
			36,246
			17,231
			932
			45,776
			3,194
			-31,656
			23,659
			38,174
			73,708
			49,453
			15,065
			10,963

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			35,100
			2,560
			406
			597
			16,442
			13,638
			24,914
			16,451
			41,898
			-11,206
			1,066
			-5,529
			31,985
			6,280
			4,246
			2,977
			2,248
			4,522
			-117
			731
			629
			33,354
			-192,083
			1,575
			1,159
			-176

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

Recipient Name and address (home or business)	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				
UGA FOUNDATION OF THE LEGACY ENDOWMP O BOX 1369 DECATUR,GA 30031	NONE	EXEMPT	GENERAL SUPPORT	2,500
UNITED WAY OF MCDUFFIE COUNTYP O BOX 87 THOMPSON,GA 30824	NONE	EXEMPT	GENERAL SUPPORT	10,000
UNICEF - USA125 MAIDEN LANE NEW YORK,NY 10038	NONE	EXEMPT	GENERAL SUPPORT	300
SOUTHEASTERN COUNCIL OF FOUNDATIONS50 HERTZ PLAZA ATLANTA,GA 30303	NONE	EXEMPT	GENERAL SUPPORT	5,500
SOCIETY FOR PRESERVATION OF GREEK HP O BOX 2765 CHAMPAIGN,IL 61825	NONE	EXEMPT	GENERAL SUPPORT	4,000
RIVERWALK SERIES INC605 REYNOLDS STREET AUGUSTA,GA 30901	NONE	EXEMPT	GENERAL SUPPORT	4,000
RICHMOND BOARD OF EDUCATION864 BROAD STREET AUGUSTA,GA 30901	NONE	EXEMPT	GENERAL SUPPORT	6,025
MACH ACADEMY INC1850 CHESTER AVE AUGUSTA,GA 30906	NONE	EXEMPT	GENERAL SUPPORT	5,000
GEORGIA STATE GOLF FOUNDATION121 VILLIAGE PARKWAY NORTHEAST MARIETTA,GA 30067	NONE	EXEMPT	GENERAL SUPPORT	20,000
GEORGIA HUMANITIES COUNCIL 50 HERTZ PLAZA ATLANTA,GA 30303	NONE	EXEMPT	GENERAL SUPPORT	7,500
GEORGIA CONSERVANCY - HARRISBURG BL817 PEACHTREE STREET ATANTA,GA 30308	NONE	EXEMPT	GENERAL SUPPORT	2,500
FIRST PRESBYTERIAN CHURCH OF AUGUST642 TELFAIR STREET AUGUSTA,GA 30901	NONE	EXEMPT	GENERAL SUPPORT	5,000
FAMILY Y OF THOMPSON510 WEST HILL STREET THOMPSON,GA 30824	NONE	EXEMPT	GENERL SUPPORT	10,000
EPISCOPAL DAY SCHOOL2248 WALTON WAY AUGUSTA,GA 30904	NONE	EXEMPT	GENERAL SUPPORT	101,000
CONVERSE COLLEGE580 MAIN STREET SPARTANBURG,SC 29302	NONE	EXEMPT	GENERAL SUPPORT	50,000
AUGUSTA STATE UNIVERSITY FOUNDATION2500 WALTON WAY AUGUSTA,GA 30904	NONE	EXEMPT	GENERAL SUPPORT	1,000
AUGUSTA RICHMOND COUNTY PUBLIC LIBR823 TELFAIR STREET AUGUSTA,GA 30901	NONE	EXEMPT	GENERAL SUPPORT	5,000
SMILE TRAIN41 Madison Ave 28th Floor NEW YORK,NY 10010	NONE	EXEMPT	GENERAL SUPPORT	500
MORRIS MUSEUM OF ART1 Tenth Street AUGUSTA,GA 30901	NONE	EXEMPT	GENERAL SUPPORT	7,000
LUCY CRAFT LANEY THE DELTA HOUSE IN1116 Phillips Street AUGUSTA,GA 30901	NONE	EXEMPT	GENERAL SUPPORT	7,500
HARRY JACOBS CHAMBER MUSIC SOCIETYPost Box No 15286 AUGUSTA,GA 30919	NONE	EXEMPT	GENERAL SUPPORT	6,000
GEORGIA PUBLIC BROADCASTING260 14th Street NW ATLANTA,GA 30318	NONE	EXEMPT	GENERAL SUPPORT	6,000
GEORGIA METH PROJECT INCPO Box 724436 ATLANTA,GA 31139	NONE	EXEMPT	GENERAL SUPPORT	20,000
FURMAN UNIVERSITY3300 Poinsett Highway GREENVILLE,SC 29613	NONE	EXEMPT	GENERAL SUPPORT	10,000
FIRST UNITED METHODIST CHURCH802 N Liberty St WAYNESBORO,GA 30907	NONE	EXEMPT	GENERAL SUPPORT	5,000
DAVIS LOVE FOUNDATION100 Brunswick Avenue ST SIMONS ISLAND,GA 31522	NONE	EXEMPT	GENERAL SUPPORT	16,500
CHARLES F CHAPMAN SCHOOL 4343 SE St Lucie Blvd STUART,FL 34997	NONE	EXEMPT	GENERAL SUPPORT	25,000
AUGUSTA TRAINING SHOP1704 Jenkins Street AUGUSTA,GA 30904	NONE	EXEMPT	GENERAL SUPPORT	1,000
AUGUSTA STATE BIRDIE CLUBPO BOX 14127 AUGUSTA,GA 30919	NONE	EXEMPT	GENERAL SUPPORT	1,750
AUGUSTA ROWING CLUB101 Riverfront Dr AUGUSTA,GA 30901	NONE	EXEMPT	GENERAL SUPPORT	10,000

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

Recipient Name and address (home or business)	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*				
AUGUSTA JAZZ PROJECT1967 Battle Row AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	3,000
AUGUSTA CHARITY CLASSIC FUNDPO Box 204168 AUGUSTA, GA 30917	NONE	EXEMPT	GENERAL SUPPORT	1,600
UNITED METHODIST CHILDRENS HOME325 8TH STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	10,000
TRINITY ON THE HILL1330 MONTE SANTO AVE AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	13,765
PAINE COLLEGE1235 15TH ST AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	3,500
MADISON MORGAN CULTURAL CENTER434 S MAIN STREET MADISON, GA 30650	NONE	EXEMPT	GENERAL SUPPORT	6,700
IMPERIAL THEATER749 BROAT ST AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	15,000
AUGUSTA EXCHANGE CLUB CHARITYPO BOX 3884 AUGUSTA, GA 30914	NONE	EXEMPT	GENERAL SUPPORT	6,000
AUGUSTA CHRISTIAN SCHOOLS 313 BASTON RD MARTINEZ, GA 30907	NONE	EXEMPT	GENERAL SUPPORT	35,000
AUGUSTA ARSENAL SOCCER CLUB3824 MADDOX RD AUGUSTA, GA 30909	NONE	EXEMPT	GENERAL SUPPORT	6,000
UGA MUSEUM OF ART394 S MILLEDGE AVE STE 142 ATHENS, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	25,000
THOMSON-MCDUFFIE CHAMBER OF COMMERC111 RAILROAD ST THOMSON, GA 30824	NONE	EXEMPT	GENERAL SUPPORT	4,500
ST SIMONS LAND TRUST1624 FREDERICA RD STE 6 ST SIMONS ISLAND, GA 31522	NONE	EXEMPT	GENERAL SUPPORT	1,500
MCDUFFIE COUNTY HOSPITAL FOUNDATION521 HILL ST SW THOMSON, GA 30824	NONE	EXEMPT	GENERAL SUPPORT	5,070
GIRL SCOUTS OF HISTORIC GEORGIA4150 F A A ROAD CUMMING, GA 30041	NONE	EXEMPT	GENERAL SUPPORT	50,000
NEW BETHLEHEM COMMUNITY CTR1336 CONKLIN AVE AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	7,500
GIRLS PREPARATORY SCHOOLPO BOX 4736 CHATTANOOGA, TN 37405	NONE	EXEMPT	GENERAL SUPPORT	5,000
COASTAL EMPIRE POLIO SURVIVORS112 VAN NUYS BLVD SAVANNAH, GA 31419	NONE	EXEMPT	GENERAL SUPPORT	2,500
UGA TEE-OFF CLUB120 PENDLETON DR ATHENS, GA 30606	NONE	EXEMPT	GENERAL SUPPORT	1,000
THE LYDIA PROJECT INC1321 ARSENAL AVE AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	15,000
JUNIOR ACHIEVEMENT OF GEORGIAPO BOX 1089 AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	15,300
COLLEGE OF CHARLESTON FOUNDATI66 GEORGE STREET CHARLESTON, SC 29424	NONE	EXEMPT	GENERAL SUPPORT	40,000
AQUINAS HIGH SCHOOL1920 HIGHLAND AVENUE AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	4,000
STORYLAND THEATREPO BOX 14875 AUGUSTA, GA 30919	NONE	EXEMPT	GENERAL SUPPORT	15,000
ST JOHN UMCPO BOX 444 AUGUSTA, GA 30903	NONE	EXEMPT	GENERAL SUPPORT	4,000
WESTMINISTER SCHOOL3067 WHEELER ROAD AUGUSTA, GA 30909	NONE	EXEMPT	GENERAL SUPPORT	431,800
JUD C HICKEY CENTER1901 CENTRAL AVE AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	13,800
HERITAGE ACADEMY2230 BROAD STREET AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	37,500
AUGUSTA MINI THEATRE430 8TH STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	10,000
UNIVERSITY HEALTH CARE FOUNDAT2100 CENTRAL AVE SUITE D-1 AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	13,500

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

Recipient Name and address (home or business)	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*				
RACHEL LONGSTREET FOUNDATIONPO BOX 2247 AUGUSTA,GA 30903	NONE	EXEMPT	GENERAL SUPPORT	25,000
MOLLYS MILITIA INC501 LAUREL LAKES DRIVE BELVEDERE,SC 29860	NONE	EXEMPT	GENERAL SUPPORT	10,000
CHURCH OF THE GOOD SHEPHERD1105 FURYS LANE STE C MARTINEZ,GA 30907	NONE	EXEMPT	GENERAL SUPPORT	35,000
MCCALLIE SCHOOL500 DODDS AVENUE CHATTANOOGA,TN 37404	NONE	EXEMPT	GENERAL SUPPORT	1,500
EASTER SEALSPO BOX 2441 AUGUSTA,GA 30903	NONE	EXEMPT	GENERAL SUPPORT	12,000
SE NATURAL SCIENCES1858 LOCK DAM RD AUGUSTA,GA 30906	NONE	EXEMPT	GENERAL SUPPORT	15,000
AUGUSTA MUSEUM OF HISTORY 560 REYNOLDS ST AUGUSTA,GA 30901	NONE	EXEMPT	GENERAL SUPPORT	118,600
AUGUSTA PREPARATORY DAY285 FLOWING WELLS ROAD AUGUSTA,GA 30907	NONE	EXEMPT	GENERAL SUPPORT	40,860
BOYS GIRLS CLUB AUGUSTA1903 DIVISION STREET AUGUSTA,GA 30904	NONE	EXEMPT	GENERAL SUPPORT	31,000
ACTIVITIES COUNCIL OF THOMSONPO BOX 674 THOMSON,GA 30824	NONE	EXEMPT	GENERAL SUPPORT	15,000
INTERFAITH HOSPITALITY2177 CENTRAL AVENUE AUGUSTA,GA 30904	NONE	EXEMPT	GENERAL SUPPORT	30,000
FELLOWSHIP OF CHRISTIANPO BOX 204168 AUGUSTA,GA 30917	NONE	EXEMPT	GENERAL SUPPORT	5,000
FORE AUGUSTA3165 DAMASCUS ROAD AUGUSTA,GA 30909	NONE	EXEMPT	GENERAL SUPPORT	5,000
BOYS GIRLS CLUB THOMSON1903 DIVISION STREET AUGUSTA,GA 30904	NONE	EXEMPT	GENERAL SUPPORT	25,000
HOPE HOUSE FOR WOMENPO BOX 3597 AUGUSTA,GA 30914	NONE	EXEMPT	GENERAL SUPPORT	12,000
WIMBERLY HOUSE MINISTRIESPO BOX 50 WAYNESBORO,GA 30830	NONE	EXEMPT	GENERL SUPPORT	10,000
WESLEYAN COLLEGE4760 FORSYTH ROAD MACON,GA 31210	NONE	EXEMPT	GENERL SUPPORT	210,000
SALVATION ARMYPO BOX 2523 AUGUSTA,GA 30903	NONE	EXEMPT	GENERL SUPPORT	80,000
FAMILY Y3617 WALTON WAY AUGUSTA,GA 30909	NONE	EXEMPT	GENERL SUPPORT	15,000
AMERICAN RED CROSS1322 ELLIS STREET AUGUSTA,GA 30901	NONE	EXEMPT	GENERL SUPPORT	61,000
CHILD ENRICHMENT INCPO BOX 12036 AUGUSTA,GA 30914	NONE	EXEMPT	GENERL SUPPORT	35,000
ACTION MINISTRIES INCPO BOX 2001 AUGUSTA,GA 30903	NONE	EXEMPT	GENERL SUPPORT	29,390
AMERICAN CANCER SOCIETYPO BOX 539 THOMSON,GA 30824	NONE	EXEMPT	GENERL SUPPORT	5,000
TUESDAY MUSIC LIVE605 REYNOLDS ST AUGUSTA,GA 30901	NONE	EXEMPT	GENERL SUPPORT	5,000
EMPTY STOCKING FUNDPO BOX 1928 AUGUSTA,GA 30903	NONE	EXEMPT	GENERL SUPPORT	5,000
ART FACTORY1510 JOHNS ROAD AUGUSTA,GA 30904	NONE	EXEMPT	GENERL SUPPORT	10,000
UNITED WAY OF CSRAPO BOX 1724 AUGUSTA,GA 30904	NONE	EXEMPT	GENERL SUPPORT	15,450
SACRED HEART CULTURAL CENTER INC1301 GREENE STREET AUGUSTA,GA 30901	NONE	EXEMPT	GENERL SUPPORT	132,900
HISTORIC AUGUSTA INCPO BOX 37 AUGUSTA,GA 30903	NONE	EXEMPT	GENERL SUPPORT	13,000
THE HALE FOUNDATION402 WALKER STREET AUGUSTA,GA 30902	NONE	EXEMPT	GENERL SUPPORT	52,500

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

Recipient Name and address (home or business)	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*				
GREATER AUGUSTA ARTS COUNCIL1301 GREEN STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERL SUPPORT	18,000
GOLDEN HARVEST FOOD BANK 3310 COMMERCE DRIVE AUGUSTA, GA 30909	NONE	EXEMPT	GENERL SUPPORT	35,000
GERTRUDE HERBERT ART INS506 TELFAIR STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERL SUPPORT	65,000
GACAROLINA COUNCILBSAPO BOX 2247 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	10,000
CSRA HUMANE SOCIETYPO BOX 14667 AUGUSTA, GA 30919	NONE	EXEMPT	GENERL SUPPORT	25,000
AUGUSTA SYMPHONYPO BOX 579 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	55,235
AUGUSTA PLAYERS INCPO BOX 2352 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	30,000
AUGUSTA OPERA ASSOCIATION PO BOX 240 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	20,000
AUGUSTA CHORAL SOCIETYPO BOX 1402 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	28,000
AUGUSTA CHILDREN CHORALEPO BOX 115383 AUGUSTA, GA 30919	NONE	EXEMPT	GENERL SUPPORT	15,000
AUGUSTA BALLET INC1301 GREEN ST AUGUSTA, GA 30904	NONE	EXEMPT	GENERL SUPPORT	45,000
Total . . . . ▶ **3a**				2,564,545

TY 2011 Accounting Fees Schedule

Name: THE KNOX FOUNDATION

EIN: 58-6163728

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BAIRD & CO CPAS	7,650	3,825	0	3,825

TY 2011 Investments Corporate Bonds Schedule

Name: THE KNOX FOUNDATION

EIN: 58-6163728

Software ID: 11000144

Software Version: 2011v1.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE PPTY ASSOC - 300756 SHS	3,007,563	3,007,563
US BANCORP 7,189%	71,800	71,800
PIMCO LOW DURATION	1,706,864	1,706,864
MORGAN STANLEY	44,130	44,130
BANK OF AMERICA -125 SH	98,250	98,250
WELLS FARGO	190,080	190,080
SUNTRUST CAPITAL 7.875%	179,630	179,630
REGIONS FINANCING - 8.875%	311,190	311,190
BANK OF AMERICA 7.25%	41,190	41,190
BB&T CAP 8.95%	65,675	65,675

TY 2011 Investments Corporate Stock Schedule

Name: THE KNOX FOUNDATION
EIN: 58-6163728
Software ID: 11000144
Software Version: 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OMNICOM GROUP INC - 6700 SHS	298,686	298,686
GRIEF BROS CORP - 4700 SHS	214,085	214,085
ENSCO INTERNATIONAL LTD - 3650 SHS	171,258	171,258
ENERGEN CORP - 5900 SHS	295,000	295,000
CARDINAL HEALTH INC - 6600 SHS	268,026	268,026
ALBEMARLE CORP - 5000 SHS	257,550	257,550
AIR PRODUCTS & CHEMICALS INC - 3100 SHS	264,089	264,089
ENBRIDGE ENERGY PARTNERS - 1500 SHS	49,785	49,785
TEMPLETON GLOBAL - 8000 SHS	75,600	75,600
POWERSHARES - 1800 SHS	49,248	49,248
JP MORGAN - 2000 SHS	77,940	77,940
TUPPERWARE - 1100 SHS	61,567	61,567
QUALCOMM - 1000 SHS	54,700	54,700
PLUM CREEK TIMBER - 2000 SHS	73,120	73,120
HALLIBURTON CO - 2000 SHS	69,020	69,020
GENERAL ELECTRIC CO - 7500 SHS	134,325	134,325
FIDUS INVESTMENTS CORP - 3000 SHS	38,910	38,910
DEERE & CO - 800 SHS	61,880	61,880
CHEVRON CORP - 800 SHS	85,120	85,120
AUTOZONE INC - 300 SHS	97,491	97,491
LOCORR FUTURES - 25711 SHS	240,400	240,400
TE CONNECTIVITY LTD - 3213 SHS	98,993	98,993
MARATHON PETE CORP - 1250 SHS	41,613	41,613
COCA-COLA CO - 1360 SHS	95,159	95,159
ARCHER-DANIELS-MIDLAND CO - 3000 SHS	85,800	85,800
MYLAN LABS INC - 5000 SH	107,300	107,300
TEVA PHARMACEUTICAL INDS - 7600 SH	306,736	306,736
TARGET CORP - 5,500 SH	281,710	281,710
PAYCHEX INC - 9,700 SH	292,067	292,067
ELI LILLY & CO - 7600 SH	315,856	315,856
ILLINOIS TOOL WORKS INC - 5,000 SH	233,550	233,550
BROWN & BROWN INC - 15000 SH	339,450	339,450
BAKER HUGHES INC - 2800 SH	136,192	136,192
ACE LTD - 4200 SHS	294,504	294,504
ACE LTD - 1,664 SH	116,680	116,680
VERIZON COMMUNICATIONS - 2,775 SH	111,333	111,333
VF CORP - 1,000 SH	126,990	126,990
UNITED PARCEL SERVICE - 1,407 SH	102,978	102,978
PFIZER INC - 4,287 SH	92,771	92,771
PACKAGING CORP OF AMERICA - 3,704 SH	93,489	93,489
MICROCHIP TECH, INC - 3,106 SH	113,773	113,773
MERCK & CO, INC - 3,000 SH	113,100	113,100
MARATHON OIL CORP - 2,500 SH	73,175	73,175
INTEL CORP - 4,043 SH	98,043	98,043
EMERSON ELECTRIC CO - 1,800 SH	83,862	83,862
DEERE & CO - 1,572 SH	121,594	121,594
DARDEN RESTAURANTS INC - 2,000 SH	91,160	91,160
CHEVRON CORP - 1,108 SH	117,891	117,891
CARDINAL HEALTH - 2,408 SH	97,789	97,789
BB&T CORPORATE - 4,000 SH	100,680	100,680
PARTNER RE LIMITED - 5200 SHS	333,892	333,892
UNITED PARCEL SERVICE - 4150 SHS	303,739	303,739
MERCK - 8300 SHS	312,910	312,910
INTEL - 13,000 SHS	315,250	315,250
CULLEN FROST BANKERS - 5,100 SHS	269,841	269,841
STRYKER CORP - 6075 SHS	301,988	301,988
T ROWE PRICE - 5400 SHS	307,530	307,530
MICROSOFT - 15,000 SHS	389,400	389,400
MK FUND OF FUNDS II	665,000	665,000
GENUINE PARTS - 5000 SHS	306,000	306,000
GOOGLE - 290 SHS	187,311	187,311
APPLE - 1,000 SHS	405,000	405,000
AMAZON - 2,000 SHS	346,200	346,200
PROCTOR & GAMBLE - 4,500 SHS	300,195	300,195
PEPSICO - 4,350 SHS	288,623	288,623
LINEAR TECHNOLOGY - 9000 SHS	270,270	270,270
HENDERSON INTL OPPORT 90,676 SHS	1,618,558	1,618,558
8,000 SHS WOLVERINE WORLD WIDE	285,120	285,120
1600 SHS INTL BUSINESS MACHINES CORP	294,208	294,208
1600 SHS W.W. GRAINGER INC	299,504	299,504
10,000 SHS AT&T INC	302,400	302,400
50,000 SHS AT&T	1,512,000	1,512,000
RAYONIER INC - 135,000 SHS	6,025,050	6,025,050
GENERAL DYNAMICS 4,300 SHS	285,563	285,563
GE 30,000 SHS	537,300	537,300
BELLE MEADE - 5010 SHS	11,000	11,000
1,280 SHS COUSINS PROPERTIES	8,209	8,209
2700 SHS CHEVRON	287,280	287,280
4,300 SHS JOHNSON & JOHNSON	281,994	281,994
3675 SHS EXXON MOBILE CORP	311,493	311,493
10,000 SHS INTEL CORP	242,500	242,500
50,000 SHS FAMILY DOLLAR STORES	2,883,000	2,883,000
359,678 SHS EQUITY RESID PROPERTIES	20,512,436	20,512,436
174,497 SHS COUSINS PROPERTIES	1,118,524	1,118,524
179,017 SHS REGIONS FINANCIAL CORP	769,773	769,773

TY 2011 Investments - Land Schedule

Name: THE KNOX FOUNDATION

EIN: 58-6163728

Software ID: 11000144

Software Version: 2011v1.2

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	1,380,529		1,380,529	1,380,529
Buildings	3,622,864	1,247,450	2,375,414	3,622,864
Furniture and Fixtures	37,068	25,974	11,094	37,068

TY 2011 Legal Fees Schedule

Name: THE KNOX FOUNDATION

EIN: 58-6163728

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KNOX & SWAN	366	183	0	183

TY 2011 Other Assets Schedule

Name: THE KNOX FOUNDATION

EIN: 58-6163728

Software ID: 11000144

Software Version: 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
UNREALIZED DEPRECIATION OF OPTIONS		-197	-197
ACCRUED DIVIDENDS	164,553	204,117	204,117

TY 2011 Other Decreases Schedule

Name: THE KNOX FOUNDATION

EIN: 58-6163728

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
UNREALIZED LOSS ON OTHER ASSETS	29,110
UNREALIZED LOSS - CRAWFORD	458,655
UNREALIZED LOSS - NOVARE	260,326

TY 2011 Other Expenses Schedule

Name: THE KNOX FOUNDATION

EIN: 58-6163728

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rental Expenses	106,620	106,620		
PORTFOLIO EXPENSES - ENBRIDGE ENERGY PAR	7	7		
PORTFOLIO EXPENSES - MK PRIVATE EQUITY	16,833	16,833		
COMPUTER	849	425		424
TELEPHONE EXPENSES	1,388	694		694
OFFICE SUPPLIES	633	317		316
MISCELLANEOUS EXPENSE	1,500	750		750

TY 2011 Other Income Schedule

Name: THE KNOX FOUNDATION

EIN: 58-6163728

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLEANOUS RECEIPTS	1,860	1,860	1,860

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TY 2011 Other Increases Schedule

Name: THE KNOX FOUNDATION
EIN: 58-6163728
Software ID: 11000144
Software Version: 2011v1.2

Description	Amount
UNREALIZED GAIN ON PARTNERSHIPS	22,303
UNREALIZED GAIN ON FMV OF INVESTMENTS	3,683,569

TY 2011 Other Professional Fees Schedule

Name: THE KNOX FOUNDATION

EIN: 58-6163728

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	112,878	112,878	0	0

TY 2011 Taxes Schedule

Name: THE KNOX FOUNDATION

EIN: 58-6163728

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	4,836	4,836		
PAYROLL TAXES	15,323	7,662		7,661
EXCISE TAX	81,100			