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 JUN 1, 2011 , and ending MAY 31, 2012

Name of foundation: SOUTHERN STATES EDUCATIONAL FOUNDATION, INC.

A Employer identification number: 58-6073809

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 546 | Room/suite:

B Telephone number: (912)232-1101

City or town, state, and ZIP code: SAVANNAH, GA 31402

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 206,657.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))	(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	0.		N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	17.	17.		STATEMENT 1
4 Dividends and interest from securities	6,113.	6,113.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	11,924.			
b Gross sales price for all assets on line 6a 122,191.				
7 Capital gain net income (from Part IV, line 2)		11,924.		
8 Net short-term capital gain				
9 Income modifications			2,000.	
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	18,054.	18,054.	2,000.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	700.	0.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	2,432.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	3,278.	0.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	6,410.	0.		0.
25 Contributions, gifts, grants paid	32,050.			32,050.
26 **Total expenses and disbursements.** Add lines 24 and 25	38,460.	0.		32,050.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-20,406.			
b **Net investment income** (if negative, enter -0-)		18,054.		
c **Adjusted net income** (if negative, enter -0-)			2,000.	

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LHA For Paperwork Reduction Act Notice, see instructions.

10 P

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	10,625.	12,131.	12,131.
2 Savings and temporary cash investments			
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			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 7	214,796.	194,884.	194,526.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	225,421.	207,015.	206,657.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	53,128.	53,128.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	172,293.	153,887.	
30 **Total net assets or fund balances**	225,421.	207,015.	
31 **Total liabilities and net assets/fund balances**	225,421.	207,015.	

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	225,421.
2 Enter amount from Part I, line 27a	2	-20,406.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	2,000.
4 Add lines 1, 2, and 3	4	207,015.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	207,015.

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	PER ATTACHED SCHEDULE	P		
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	122,191.		110,267.	11,924.
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				11,924.
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	11,924.
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	N/A

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	27,868.	212,148.	.131361
2009	33,735.	212,118.	.159039
2008	30,148.	291,058.	.103581
2007	28,826.	344,134.	.083764
2006	26,125.	305,746.	.085447

2 **Total** of line 1, column (d)	2	.563192
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	.112638
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	221,711.
5 Multiply line 4 by line 3	5	24,973.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	181.
7 Add lines 5 and 6	7	25,154.
8 Enter qualifying distributions from Part XII, line 4	8	32,050.

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 ▶ ☐ 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	181.
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	0.
3	Add lines 1 and 2		3	181.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	181.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 440.		
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	440.
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	259.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 200.	**Refunded** ▶	11	59.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	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.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
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	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	X	
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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ F. REED DULANY, JR. Telephone no. ▶ (912) 232-1101

Located at ▶ P.O. BOX 546, SAVANNAH, GA ZIP+4 ▶ 31498

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 N/A

			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		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

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 instructions)?	N/A	1b		
	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		X
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 ▶ ______, ______, ______, ______				
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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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		X

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)? ☐ 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 instructions)? N/A | 5b |

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? N/A ☐ 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: X

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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
F. REED DULANY, JR. SAVANNAH, GA	TRUSTEE 1.00	0.	0.	0.
F. REED DULANY, III SAVANNAH, GA	TRUSTEE 1.00	0.	0.	0.
KEY D. COMPTON SAVANNAH, GA	TRUSTEE 1.00	0.	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.

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	213,706.
b	Average of monthly cash balances	1b	11,381.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	225,087.
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	225,087.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,376.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	221,711.
6	**Minimum investment return.** Enter 5% of line 5	6	11,086.

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	11,086.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 181.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	181.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,905.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,905.
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	10,905.

Part XII Qualifying Distributions (see 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	32,050.
b	Program-related investments - total from Part IX-B	1b	0.
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	32,050.
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	5	181.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	31,869.

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				10,905.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 — 11,255.				
b From 2007 — 12,277.				
c From 2008 — 16,069.				
d From 2009 — 23,939.				
e From 2010 — 22,125.				
f **Total** of lines 3a through e	85,665.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 32,050.				
a Applied to 2010, but not more than line 2a			0.	
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				10,905.
e Remaining amount distributed out of corpus	21,145.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	106,810.			
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	11,255.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	95,555.			
10 Analysis of line 9:				
a Excess from 2007 — 12,277.				
b Excess from 2008 — 16,069.				
c Excess from 2009 — 23,939.				
d Excess from 2010 — 22,125.				
e Excess from 2011 — 21,145.				

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

1 a 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a 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 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 ▶ [X] 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:

BOARD OF TRUSTEES, SOUTHERN STATES EDUCATIONAL FOUNDATION, INC.

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

LETTER OUTLINING NEEDS

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:

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*				32,050.
SEE EXHIBIT B				
Total			▶ 3a	32,050.
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 (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	17.	
4 Dividends and interest from securities			14	6,113.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	11,924.	
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.		18,054.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 18,054.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Fred Delany Jr | Date: 10/9/12 | Title: Mgr

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLYN S. MCINTOSH	Carolyn McIntosh	10/4/12		P00543726
Firm's name ▶ HANCOCK ASKEW & CO., LLP			Firm's EIN ▶ 58-0662558	
Firm's address ▶ P.O. BOX 2486 SAVANNAH, GA 31402			Phone no. 912-234-8243	

SOUTHERN STATES EDUCATIONAL FOUNDATION, 58-6073809

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

SOURCE	AMOUNT
CORPORATE BONDS	17.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMMON STOCKS	6,113.	0.	6,113.
TOTAL TO FM 990-PF, PART I, LN 4	6,113.	0.	6,113.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HANCOCK, ASKEW & CO.	700.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	700.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERNAL REVENUE SERVICE - EXCISE TAX	1,992.	0.		0.
ESTIMATED TAX PAYMENTS	440.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,432.	0.		0.

SOUTHERN STATES EDUCATIONAL FOUNDATION, 58-6073809

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	236.	0.		0.
INVESTMENT FEES	3,042.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,278.	0.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
INCOME MODIFICATION - UNCASHED DSITRIBUTION CHECK	2,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,000.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	194,884.	194,526.
TOTAL TO FORM 990-PF, PART II, LINE 10B	194,884.	194,526.

SOUTHERN STATES EDUCATIONAL FOUNDATION
Y/E 05/31/12

Realized Gains/Losses (This Year)

Symbol/Description	Purchase	Sold	Quantity	Sale Proceeds	Cost Basis	Realized Gain/(Loss)	Term
Stocks							
BAXTER INTERNTL INC	4/18/2012	5/10/2012	12	654.95	654.60	0.35	(Short Term)
CARDINAL HEALTH INC OHIO	4/18/2012	5/10/2012	16	675.18	659.76	15.42	(Short Term)
CENTURYLINK INC SHS	4/18/2012	5/10/2012	17	660 10	653.24	6 86	(Short Term)
CHUBB CORP	4/18/2012	5/10/2012	9	660 86	638.19	22 67	(Short Term)
COCA COLA COM	2/29/2012	4/18/2012	19	1,411.10	1,328.10	83.00	(Short Term)
COCA COLA COM	2/29/2012	5/10/2012	9	695.95	629.10	66.85	(Short Term)
COMMERCE BANCSHARES INC	2/15/2011	8/3/2011	110	4,397.28	4,506.31	-109.03	(Short Term)
CONOCOPHILLIPS	4/18/2012	5/10/2012	18	974.23	1,018.51	-44.28	(Short Term)
CORP OFFICE PPTYS TRUST	2/15/2011	1/23/2012	128	2,933.42	4,418.68	-1,485.26	(Short Term)
ELI LILLY & CO	2/15/2011	1/23/2012	130	5,108.90	4,481.68	627.22	(Short Term)
EXXON MOBIL CORP COM	4/18/2012	5/10/2012	12	995 50	1,030 32	-34.82	(Short Term)
FDL R INV TR SBI NEW MD	4/18/2012	5/10/2012	7	706 28	680 89	25.39	(Short Term)
HOME DEPOT INC	2/29/2012	4/18/2012	31	1,608 24	1,478 25	129.99	(Short Term)
HOME DEPOT INC	2/29/2012	5/10/2012	13	657 40	619 91	37.49	(Short Term)
HONEYWELL INTL INC DEL	2/29/2012	4/18/2012	17	1,000 60	1,015 92	-15.32	(Short Term)
HONEYWELL INTL INC DEL	2/29/2012	5/10/2012	12	701 74	717 12	-15.38	(Short Term)
INTEL CORP	4/18/2012	5/10/2012	25	678 30	701 75	-23.45	(Short Term)
MARATHON OIL CORP	2/15/2011	7/6/2011	92	3,070 05	2,649 88	420.17	(Short Term)
MARATHON PETROLEUM CORP	2/15/2011	7/7/2011	46	1,935 08	1,792 49	142 59	(Short Term)
MEDTRONIC INC COM	4/18/2012	5/10/2012	17	654 83	646 44	8.39	(Short Term)
MICROSOFT CORP	4/18/2012	5/10/2012	22	673.62	686 52	-12 90	(Short Term)
NORFOLK SOUTHERN CORP	2/15/2011	2/13/2012	70	4,979.00	4,508 24	470.76	(Short Term)
POLARIS INDUSTRIES COM	2/15/2011	7/13/2011	16	1,849.00	1,259 84	589.16	(Short Term)
PHILLIPS 66 SHS	4/18/2012	5/11/2012	19	605.74	638 96	-33 22	(Short Term)
SOUTHERN COMPANY	8/4/2011	5/10/2012	15	683.38	595.86	87.52	(Short Term)
TARGET CORP	2/15/2011	12/6/2011	83	4,444.56	4,453.32	-8 76	(Short Term)
V F CORPORATION	7/11/2011	2/13/2012	42	5,979 85	4,757.77	1,222 08	(Short Term)
3M COMPANY	2/15/2011	4/18/2012	49	4,275.15	4,493.14	-217 99	(Long Term)
AIR PRODUCTS&CHEM	2/15/2011	5/10/2012	8	668 79	715 86	-47.07	(Long Term)
ANALOG DEVICES INC COM	2/15/2011	5/10/2012	1	36.63	41 06	-4.43	(Long Term)
AT&T INC	2/15/2011	5/10/2012	20	661.39	563.56	97.83	(Long Term)
AUTOMATIC DATA PROC	2/15/2011	5/10/2012	13	695.35	641.03	54.32	(Long Term)
BECTON DICKINSON CO	2/15/2011	5/10/2012	2	152 84	161 84	-9.00	(Long Term)
BROWN FORMAN CORP CL B	2/15/2011	4/18/2012	8	664 87	531 78	133 09	(Long Term)
BROWN FORMAN CORP CL B	2/15/2011	5/10/2012	8	692.78	531.78	161.00	(Long Term)
CHEVRON CORP	2/15/2011	5/10/2012	10	1,030 18	959.13	71 05	(Long Term)
CLOROX CO DEL COM	2/15/2011	4/18/2012	67	4,720 71	4,497.95	222 76	(Long Term)
COLGATE PALMOLIVE	2/15/2011	4/18/2012	8	789.58	630.12	159 46	(Long Term)
COLGATE PALMOLIVE	2/15/2011	5/10/2012	7	698 16	551.35	146.81	(Long Term)
CONOCOPHILLIPS	2/15/2011	5/10/2012	42	2,273 19	2,371.89	-98 70	(Long Term)
CONOCOPHILLIPS	2/15/2011	5/10/2012	19	1,028 36	1,120 41	-92.05	(Long Term)
EXXON MOBIL CORP COM	1/31/1996	1/4/2012	53	4,557 91	123 22	4,434.69	(Long Term)
FACTSET RESH SYS INC	2/15/2011	5/10/2012	2	209.75	210.35	-0.60	(Long Term)
GENERAL MILLS	2/15/2011	5/10/2012	17	664 35	612.12	52.23	(Long Term)
ILLINOIS TOOL WORKS INC	2/15/2011	5/10/2012	12	675 10	652.95	22.15	(Long Term)
INTL BUSINESS MACHINES	2/15/2011	5/10/2012	4	805 54	651 65	153 89	(Long Term)
J M SMUCKER CO	2/15/2011	4/18/2012	11	873 82	690 80	183.02	(Long Term)
J M SMUCKER CO	2/15/2011	5/10/2012	9	685 60	565.20	120 40	(Long Term)
JOHNSON AND JOHNSON COM	2/15/2011	5/10/2012	11	712.34	666.50	45 84	(Long Term)
MCDONALDS CORP COM	2/15/2011	4/18/2012	9	878.29	683 79	194 50	(Long Term)
MCDONALDS CORP COM	2/15/2011	5/10/2012	8	737.52	607.82	129 70	(Long Term)
NAT FUEL GAS CO NJ $1	2/15/2011	3/20/2012	64	3,170 86	4,474.75	-1,303 89	(Long Term)
NEXTERA ENERGY INC SHS	2/15/2011	5/10/2012	11	711.02	600 81	110 21	(Long Term)
NORDSTROM INC	2/15/2011	4/18/2012	98	5,483 96	4,484 95	999 01	(Long Term)
NORTHEAST UTILITIES COM	2/15/2011	5/10/2012	19	687 97	632 05	55 92	(Long Term)
NOVARTIS ADR	2/15/2011	3/22/2012	81	4,457 76	4,512 26	-54 50	(Long Term)
OWENS &MINOR INC NEW COM	2/15/2011	3/20/2012	147	4,446 67	4,481 18	-34 51	(Long Term)
PAYCHEX INC	2/15/2011	5/10/2012	3	89 76	98 94	-9 18	(Long Term)
PEPSICO INC	2/15/2011	5/10/2012	10	667.69	636.55	31.14	(Long Term)
PHILLIPS 66 SHS	2/15/2011	5/11/2012	30	956.42	1,006 99	-50.57	(Long Term)
POLARIS INDUSTRIES COM	2/15/2011	4/18/2012	22	1,775 14	866 14	909 00	(Long Term)

SOUTHERN STATES EDUCATIONAL FOUNDATION
Y/E 05/31/12

Realized Gains/Losses (This Year)

Symbol/Description	Purchase	Sold	Quantity	Sale Proceeds	Cost Basis	Realized Gain/(Loss)	Term
Stocks							
POLARIS INDUSTRIES COM	2/15/2011	5/10/2012	9	702.16	354 33	347 83	(Long Term)
PRAXAIR INC	2/15/2011	4/18/2012	47	5,365.40	4,527.30	838 10	(Long Term)
PROCTER & GAMBLE CO	2/15/2011	2/23/2012	69	4,562.89	4,449.48	113 41	(Long Term)
SCANA CORP NEW COM	2/15/2011	3/13/2012	111	5,036.11	4,456.39	579.72	(Long Term)
SIGMA ALDRICH CORP	2/15/2011	5/10/2012	10	707 08	624.09	82 99	(Long Term)
SYSCO CORPORATION	2/15/2011	5/10/2012	25	694 23	700.17	-5.94	(Long Term)
UNITED TECHS CORP COM	2/15/2011	5/10/2012	3	231 65	254.36	-22.71	(Long Term)
W W GRAINGER INCORP	2/15/2011	4/18/2012	11	2,399.93	1,471.09	928.84	(Long Term)
W W GRAINGER INCORP	2/15/2011	5/10/2012	4	809.22	534.94	274 28	(Long Term)
WAL-MART STORES INC	2/15/2011	5/10/2012	11	652.40	603.10	49 30	(Long Term)
AFLAC INC COM	2/15/2011	5/10/2012	15	652.49	852.49	--	Short Sale
ANALOG DEVICES INC COM	2/15/2011	5/10/2012	17	622.70	697.96	--	Short Sale
BECTON DICKINSON CO	2/15/2011	5/10/2012	7	534.92	566.42	--	Short Sale
CONOCOPHILLIPS	2/15/2011	5/10/2012	19	1,027.69	1,073 00	--	Short Sale
EATON VANCE CORP NVT	2/15/2011	5/10/2012	28	708.38	929.22	--	Short Sale
EMERSON ELEC CO	2/15/2011	5/10/2012	14	675.76	856.36	--	Short Sale
ENERGEN CRP COM PV 1CENT	2/15/2011	5/10/2012	22	1,031.12	1,280.57	--	Short Sale
FACTSET RESH SYS INC	2/15/2011	5/10/2012	5	524.39	525.87	--	Short Sale
GENL DYNAMICS CORP COM	2/15/2011	5/10/2012	10	666 29	764.58	--	Short Sale
HARRIS CORP DEL	2/15/2011	5/10/2012	16	664.63	786.70	--	Short Sale
JOHNSON CONTROLS INC	2/15/2011	5/10/2012	21	671 60	867.89	--	Short Sale
PAYCHEX INC	2/15/2011	5/10/2012	20	598.38	659.57	--	Short Sale
UNITED TECHS CORP COM	2/15/2011	5/10/2012	6	463.31	508.73	--	Short Sale
Total Stocks				**131,033.32**	**120,636.18**	**11,924.84**	

Total Short-Term Gain/(Loss)	2,173.49
Total Long-Term Gain/(Loss)	9,751 35
Total	11,924.84

SOUTHERN STATES EDUCATIONAL FOUNDATION
Benefits Disbursed
Year Ending May 31, 2012

RECIPIENT	STREET/P.O.	CITY	STATE	ZIP	DONATION
African Wildlife Foundation	PO Box 96844	Washington	DC	20077-7016	50.00
Alzheimers Assoc.	201 Television Circle	Savannah	GA	31406	50 00
American Cancer Society	PO Box 105455	Atlanta	GA	30348-5455	300.00
American Diabetes Assoc.	5105 Paulsen St.	Savannah	GA	31405	50.00
American Heart Assoc.	PO Box 78851	Phoenix	AZ	85062-8851	50 00
American Red Cross, Sav. Chapter	PO Box 9987	Savannah	GA	31412	500.00
America's Second Harvest	2501 E President St.	Savannah	GA	31404	400 00
ASPCA	PO Box 96929	Washington	DC	20090-6929	400 00
Beaufort Cty. Open Land Trust	PO Box 75	Beaufort	SC	29901-0075	600.00
Belize Children's Fund	22 Sweetgum Crossing	Savannah	GA	31411	300 00
Boys Town	PO Box 5000	Boys Town	NE	68010-9989	100 00
CARE	PO Box 1870	Merrifield	VA	22116-9646	100.00
Cashiers Highlands Humane Society	PO Box 638	Cashiers	NC	28717	400 00
Chatham-Savannah Citizen Advocacy	7 E. Congress St , Ste 500B	Savannah	GA	31401	200.00
Coastal Conservation League	PO Box 1765	Charleston	SC	29402-1765	1,500 00
Coastal Ga. Audubon Society	PO Box 21726	St Simons Isl.	GA	31522	200 00
Coastal Heritage Society	303 MLK Blvd	Savannah	GA	31401	500.00
DA Veterans	PO Box 14301	Cincinnati	OH	45250-0301	500 00
Defenders of Wildlife	PO Box 1553	Merrifield	VA	22116-1553	400 00
Doctors w/o Borders	PO Box 5022	Hagerstown	MD	21741-5022	1,000 00
Easter Seals	PO Box 49127	Atlanta	GA	30359-1127	100.00
Episopal High School	1200 N. Quaker Lane	Alexandria	VA	22302	300 00
Frank Callen Boys & Girls Club	PO Box 8727	Savannah	GA	31412	250.00
Fresh Air Home	PO Box 1629	Tybee Island	GA	31328	1,000.00
Friends of the Isiah Davenport House	324 East State St.	Savannah	GA	31401	300 00
Friends of the River	PO Box 143	Bluffton	SC	29910	250 00
Friends of Massie Heritage	427 Bull Street	Savannah	GA	31401	100.00
Georgia Conservancy	817 W Peachtree St. Ste 200	Atlanta	GA	30308	100 00
Georgia Historical Society	501 Whitaker St	Savannah	GA		100.00
Georgia Land Trust	428 Bull St. Suite 210	Savannah	GA	31401	500 00
Georgia Public Television	PO Box 101848	Atlanta	GA	30392-1848	75.00
Guide Dogs for Blind	PO Box 3950	San Rafael	CA	94912-3950	500 00
Habitat for Humanity	1106 E. 70th St	Savannah	GA	31404	75 00
Historic Beaufort Foundation	PO Box 11	Beaufort	SC	29901	200.00
Hope House of Savannah	PO Box 22552	Savannah	GA	31403	200 00
Hospice Savannah	PO Box 13190	Savannah	GA	31416	1,000 00
Humane Farming Assoc.	PO Box 3577	San Rafael	CA	94912-8902	100.00
Humane Society - US	2100 L. Street, NW	Washington	DC	20037	150 00
Live Oak Public Library	2002 Bull Street	Savannah	GA	31401	300.00
MADD	PO Box 748521	Topeka	KS	66675-8521	75.00
March of Dimes	6555 Abercorn St.	Savannah	GA		100 00
Matthew Rearden Center	PO Box 14669	Savannah	GA	31416	300.00
Mighty Eighth Air Force Museum	175 Bourne Ave	Pooler	GA		500 00
National Audubon Society	PO Box 422246	Palm Coast	FL	32142-2246	50 00
National Trust for Historic Preservation	PO Box 5043	Hagerstown	MD	21741-9823	50.00
National MS Society	PO Box 16128	Atlanta	GA	30321-0128	50 00
Nature Conservancy	145 Bull St.	Savannah	GA	31401	800 00
Ocean Conservancy	PO Box 96003	Washington	DC	20077-7172	75 00
Old Savannah City Mission	PO Box 16839	Savannah	GA	31416-3539	100.00
Owens-Thoms House	124 Abercorn St.	Savannah	GA	31401	1,000.00
Paralyzed Vets- America	PO Box 96010	Washington	DC	20077-7514	1,000.00
Safe Shelter	PO Box 61119	Savannah	GA	31420	200 00
St. Joseph's/Candler Foundation	5356 Reynolds St , Ste 400	Savannah	GA	31405	150.00
St. Jude's Children's Hospital	501 St. Jude Place	Memphis	TN	38105	500 00
Salvation Army	3100 Montgomery St.	Savannah	GA	31405	2,000.00
Savannah Country Day School	824 Stillwood Dr	Savannah	GA	31419	1,000 00
Savannah Music Festival	200 St. Julian St	Savannah	GA	31401	500.00
Savannah Ogeechee Canal Society	681 Ft. Argyle Rd.	Savannah	GA	31419	100 00
Savannah Science Museum	PO Box 9841	Savannah	GA	31412-9841	500 00
Savannah Tree Foundation	3025 Bull St.	Savannah	GA	31405	500 00
Skidaway Marine Science	10 Ocean Science Circle	Savannah	GA	31411	2,000.00
Telfair Museum of Art	PO Box 10081	Savannah	GA	31412	1,000 00
The Heritage Foundation	214 Massachusetts Ave.	Washington	DC	20002	50.00
The Mediation Center of Coastal Ga	4131 Ogeechee Rd.	Savannah	GA	31405	2,500 00
Tybee Island Historical Society	PO Box 366	Tybee Island	GA	31328	1,000.00
Union Mission	120 Fahm St.	Savannah	GA	31401	1,000.00
Wilderness Society	1516 M Street, NW	Washington	DC	20036	500 00
Wildlife Conservation Network	25745 Bassett Lane	Los Altos	CA	94022	500.00
World Wildlife Fund	1250 24th St	Washington	DC	20090-7180	250.00
YMCA of Coastal Georgia	PO Box 14142	Savannah	GA	31416-1142	500.00
Total					**32,050.00**