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 7/01 **, 2011, and ending** 6/30 **, 2012**

Warren P. and Ava F. Sewell
Foundation, Inc
411 Alabama Avenue
Bremen, GA 30110

A Employer identification number 58-1791240

B Telephone number (see the instructions)

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 ► ☐

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

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, column (c), line 16)* ► $ 4,788,719.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	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 instructions))*				
R E V E N U E	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	138,389.	138,389.	138,389.	
	4	Dividends and interest from securities	69,114.	69,114.	69,114.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	222,986.			
	b	Gross sales price for all assets on line 6a 3,196,767.				
	7	Capital gain net income (from Part IV, line 2)		222,986.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	430,489.	430,489.	207,503.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	27,000.	8,100.	8,100.	18,900.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 1	17,155.	13,724.	13,724.	3,431.
	c	Other prof fees (attach sch) See St 2	26,255.	26,255.	26,255.	
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 3	2,106.	2,106.	2,106.	
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 4	104.	30.	30.	74.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	72,620.	50,215.	50,215.	22,405.
	25	Contributions, gifts, grants paid Stmt 5	213,617.			213,617.
	26	**Total expenses and disbursements.** Add lines 24 and 25	286,237.	50,215.	50,215.	236,022.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	144,252.			
	b	**Net investment income** (if negative, enter -0-)		380,274.		
	c	**Adjusted net income** (if negative, enter -0-)			157,288.	

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		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	54,506.	46,808.	46,808.
	2	Savings and temporary cash investments	16,428.	38,105.	38,105.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less. allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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)	251,152.	221,661.	119,000.
	b	Investments – corporate stock (attach schedule)	1,844,752.	2,085,855.	2,042,701.
	c	Investments – corporate bonds (attach schedule)	2,449,418.	2,365,109.	2,373,158.
	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	124,044.	125,618.	133,482.
	14	Land, buildings, and equipment. basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► See Statement 6)	34,069.	35,465.	35,465.
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	4,774,369.	4,918,621.	4,788,719.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	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 ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,774,369.	4,918,621.	
	30	**Total net assets or fund balances** (see instructions)	4,774,369.	4,918,621.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,774,369.	4,918,621.	

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	4,774,369.
2	Enter amount from Part I, line 27a	2	144,252.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,918,621.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,918,621.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	See Statement 7			
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) **or** Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
a				
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**	222,986.
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 instructions). If (loss), enter -0- in Part I, line 8 .	**3**	-80,541.

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 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 (column (b) divided by column (c))
2010	233,998.	4,783,883.	0.048914
2009	262,612.	4,684,392.	0.056061
2008	290,452.	5,316,023.	0.054637
2007	298,825.	6,104,569.	0.048951
2006	285,261.	6,163,558.	0.046282

2	**Total** of line 1, column (d)	**2**	0.254845
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**	0.050969
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	**4**	4,898,669.
5	Multiply line 4 by line 3	**5**	249,680.
6	Enter 1% of net investment income (1% of Part I, line 27b)	**6**	3,803.
7	Add lines 5 and 6	**7**	253,483.
8	Enter qualifying distributions from Part XII, line 4	**8**	236,022.

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)

1 a 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 instrs)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	7,605.
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	7,605.
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	7,605.
6 Credits/Payments:				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	5,667.		
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	5,667.
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	1,938.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ►		**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the instructions for definition)?	1b		X
*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		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?	4b	N/A	
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, column (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

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 ► The Meigs Group. PC Telephone no ►

Located at ► 411 Alabama AVenue Bremen GA ZIP + 4 ► 30110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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
1 a	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)?		**1b**	N/A	
	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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ **Yes** ☒ **No**			
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)		**2b**	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 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**	N/A	
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)? (see 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 instructions)? **5b** N/A

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** X (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? 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 (see 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
Robin S. Worley 115 Pacific Avenue Bremen, GA 30110	Trustee 1.00	9,000.	0.	0.
L. Richard Plunkett 196 Folds Road Carrollton, GA 30116	Trustee 1.00	9,000.	0.	0.
Warren P. Sewell Jr. 3216 Glen Arden Drive Atlanta, GA 30305-1902	Trustee 1.00	9,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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 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 ►		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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See 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	4,903,522.
b Average of monthly cash balances		1b	77,923.
c Fair market value of all other assets (see instructions)		1c	-8,177.
d Total (add lines 1a, b, and c)		1d	4,973,268.
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	4,973,268.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	74,599.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,898,669.
6 Minimum investment return. Enter 5% of line 5		6	244,933.

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	244,933.
2a Tax on investment income for 2011 from Part VI, line 5	2a 7,605.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	7,605.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	237,328.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	237,328.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	237,328.

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	236,022.
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	236,022.
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 instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	236,022.

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				237,328.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			213,468.	
b Total for prior years: 20___, 20___, 20___		0.		
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	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 236,022.				
a Applied to 2010, but not more than line 2a			213,468.	
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				22,554.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				214,774.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
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 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**
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 instructions.)

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 8

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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*				
Total			► **3a**	
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 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					138,389.
4 Dividends and interest from securities					69,114.
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					222,986.
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)					430,489.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 430,489.

(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). (See instructions.)
N/A	

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 | 10/25/12 Date | ▶ Trustee Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Richard Meigs	Richard Meigs Richard Meigs	10/18/2012		P00413843

Firm's name ► The Meigs Group, PC

Firm's EIN ►

Firm's address ► 411 Alabama Avenue
Bremen, GA 30110-2005

Phone no (770) 537-2326

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
The Meigs Group,PC	$ 17,155.	$ 13,724.	$ 13,724.	$ 3,431.
Total	$ 17,155.	$ 13,724.	$ 13,724.	$ 3,431.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Plunkett & Associates	$ 26,255.	$ 26,255.	$ 26,255.	
Total	$ 26,255.	$ 26,255.	$ 26,255.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	$ 2,106.	$ 2,106.	$ 2,106.	
Total	$ 2,106.	$ 2,106.	$ 2,106.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Expense	$ 30.	$ 30.	$ 30.	
Office Supplies	74.			$ 74.
Total	$ 104.	$ 30.	$ 30.	$ 74.

Statement 5
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity: Operational Expense
Donee's Name: Association for Retarded Citizens of Car
Donee's Address:

Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Carrollton, GA 30117
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: $ 2,500.

Class of Activity: Tutoring Expense
Donee's Name: Bowdon High School
Donee's Address:

Bowdon, GA 30108
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 4,000.

Class of Activity: Asset Acquisition
Donee's Name: Auburn University
Donee's Address:

Auburn , Al 36830
Relationship of Donee: N/A
Organizational Status of Donee: Public Charity
Amount Given: 16,667.

Class of Activity: Asset Acquisition
Donee's Name: Bremen High School
Donee's Address:

Bremen, GA 30110
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 4,000.

Class of Activity: Asset Acquisition
Donee's Name: BCI Family Association
Donee's Address:

Tallapoosa, GA 30176
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 1,200.

Class of Activity: Operational Expense
Donee's Name: Carroll County Humane Society
Donee's Address:

Carrollton, GA 30112
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 6,000.

Class of Activity: Program Expense
Donee's Name: Bikers Battling Breast Cancer, Inc.
Donee's Address:

Carrollton, GA 30117
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 500.

Class of Activity: Asset Acquisition
Donee's Name: Haralson County FERST Foundation
Donee's Address:

Bremen, GA 30110

Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: $ 3,000.

Class of Activity: Operational Expense
Donee's Name: Haralson Co. Family Connection Coalition
Donee's Address:
Bremen, GA 30110
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 5,000.

Class of Activity: Asset Acquisition
Donee's Name: Haralson County Schools
Donee's Address:
Tallapoosa, GA 30176
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 2,500.

Class of Activity: Program Expense
Donee's Name: Bowdon Baptist Church
Donee's Address:
Bowdon , GA 30108
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 10,000.

Class of Activity: Asset Acquisition
Donee's Name: Kansas Baptist Church
Donee's Address:
Waco, GA 30182
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 4,000.

Class of Activity: Asset Acquisition
Donee's Name: Brremen Downtown Development Authority
Donee's Address:
Bremen, GA 30110
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 2,500.

Class of Activity: Operational Expense
Donee's Name: Murphy Harpst
Donee's Address:
Rome, GA 30165
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 6,000.

Class of Activity: Operational Expense
Donee's Name: Mere Christianity Forum, Inc.
Donee's Address:
Greenville, SC 29608
Relationship of Donee: N/A

Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Organizational Status of Donee: Public
Amount Given: $ 25,000.

Class of Activity: Asset Acquisition
Donee's Name: Bremen Junior Womens Club
Donee's Address:
Bremen, GA 30110
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 3,000.

Class of Activity: Patient Care
Donee's Name: Shepherd Center Foundation
Donee's Address:
Atlanta, GA 30309
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 5,000.

Class of Activity: Asset Acquisition
Donee's Name: The Purpose Center
Donee's Address:
Carrollton, GA 30117
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 1,250.

Class of Activity: Operational Expense
Donee's Name: Universal Faith Deliverance Ch
Donee's Address:
Carrollton, GA 30117
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 2,000.

Class of Activity: Asset Acquisition
Donee's Name: University of West Georgia Foundation
Donee's Address:
Carrollton, GA 30118
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 12,500.

Class of Activity: Asset Acquisition
Donee's Name: Waco Baptist Church
Donee's Address:
Waco, GA 30182
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 9,000.

Class of Activity: Outreach Funding
Donee's Name: Bremen Food & Clothing Bank
Donee's Address:
Bremen, GA 30110
Relationship of Donee: N/A
Organizational Status of Donee: Public

Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:		$ 3,000.
Class of Activity:	Asset Acquisition	
Donee's Name:	Bremen Middle School	
Donee's Address:		
	Bremen, GA 30110	
Relationship of Donee:	N/A	
Organizational Status of Donee:	Public	
Amount Given:		2,500.
Class of Activity:	Program Expense	
Donee's Name:	Haralson County Development Authority	
Donee's Address:		
	Waco, GA 30182	
Relationship of Donee:	N/A	
Organizational Status of Donee:	Public	
Amount Given:		4,500.
Class of Activity:	Asset Acquisition	
Donee's Name:	Haralson County Veterans Association	
Donee's Address:		
	Tallapoosa, GA 30176	
Relationship of Donee:	N/A	
Organizational Status of Donee:	Public	
Amount Given:		2,000.
Class of Activity:	Building Improvements	
Donee's Name:	Calvary Baptist Church	
Donee's Address:		
	Bremen, GA 30110	
Relationship of Donee:	N/A	
Organizational Status of Donee:	Public	
Amount Given:		4,000.
Class of Activity:	Asset Acquisition	
Donee's Name:	Carroll County Schools	
Donee's Address:		
	Carrollton, GA 30116	
Relationship of Donee:	N/A	
Organizational Status of Donee:	Public	
Amount Given:		4,000.
Class of Activity:	Asset Acquisition	
Donee's Name:	Crumleys Chapel Church of God	
Donee's Address:		
	Heflin, Al 36264	
Relationship of Donee:	N/A	
Organizational Status of Donee:	Public	
Amount Given:		4,200.
Class of Activity:	Asset Acquisition	
Donee's Name:	First United Methodist Church	
Donee's Address:		
	Bfremen, GA 30110	
Relationship of Donee:	N/A	
Organizational Status of Donee:	Public	

Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: $ 3,750.

Class of Activity: Asset Acquisition
Donee's Name: Five Points Baptist Church
Donee's Address:

Waco, GA 30182
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 1,000.

Class of Activity: Endowments
Donee's Name: Fred Jensen Scholarship Fund
Donee's Address:

Plymouth, MN 29302
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 1,000.

Class of Activity: Asset Acquisition
Donee's Name: Friends of Carrollton Greenbelt
Donee's Address:

Carrollton, GA 30117
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 9,000.

Class of Activity: Asset Acquisition
Donee's Name: Mt. Zion High School
Donee's Address:

Carrollton, GA 30117
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 2,000.

Class of Activity: Program Expense
Donee's Name: Interactive Neighborhood Kids
Donee's Address:

Gainesville, GA 30501
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 2,000.

Class of Activity: Asset Acquisition
Donee's Name: Liberty Christian Ministries
Donee's Address:

Bremen, GA 30110
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 2,500.

Class of Activity: Program Expense
Donee's Name: Pilot Club of Haralson County
Donee's Address:

Bremen, GA 30110
Relationship of Donee: N/A
Organizational Status of Donee: Public

**Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants**

Amount Given: $ 300.

Class of Activity: Asset Acquisition
Donee's Name: Rapha Clinic
Donee's Address:
Temple, GA 30179
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 4,500.

Class of Activity: Program Expense
Donee's Name: BRIDGE-Fraternal Order of Police
Donee's Address:
Bremen, GA 30110
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 1,500.

Class of Activity: Asset Acquisition
Donee's Name: Shady Grove Christian Church
Donee's Address:
Lineville, AL 36266
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 2,500.

Class of Activity: Asset Acquisition
Donee's Name: Temple Area Christian Ministries
Donee's Address:
Temple, GA 30179
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 2,000.

Class of Activity: Operational Expense
Donee's Name: The Scrap Bin
Donee's Address:
Carrollton, GA 30117
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 2,000.

Class of Activity: Asset Acquisition
Donee's Name: University of West Georgia Foundation
Donee's Address:
Carrollton, GA 30118
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 10,000.

Class of Activity: Asset Acquisition
Donee's Name: Warren P. Sewell Memorial Library
Donee's Address:
Bowdon, GA 30108
Relationship of Donee: N/A
Organizational Status of Donee: Public

Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: $ 10,000.

Class of Activity: Research
Donee's Name: Cystic Fibrosis Foundation
Donee's Address:

Atlanta, GA 30345
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 1,000.

Class of Activity: Program Expense
Donee's Name: LIFT-Literacy is for Today & Tomorrow
Donee's Address:

Carrollton, GA 30117
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 1,000.

Class of Activity: Program Expense
Donee's Name: Foundation Group Home
Donee's Address:

Tallapoosa, GA 30176
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 500.

Class of Activity: Operational Expense
Donee's Name: Project Eye-to-Eye
Donee's Address:

New York, NY 10018
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 2,000.

Class of Activity: Program Expense
Donee's Name: The Purpose Center
Donee's Address:

Carrollton, GA 30110
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 5,000.

Class of Activity: Program Expense
Donee's Name: Carrollton Middle Schools
Donee's Address:

Carrollton, GA 30116
Relationship of Donee: N/A
Organizational Status of Donee: Public
Amount Given: 250.

Total $ 213,617.

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

		Book Value	Fair Market Value
Accrued Interest Receivable		$ 35,465.	$ 35,465.
	Total	$ 35,465.	$ 35,465.

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	2653 ADECOAGRA	Purchased	3/04/2011	8/10/2011
2	1268 Air Products & Chemicals Inc	Purchased	1/08/2010	2/23/2012
3	215 APPLE INC	Purchased	2/25/2010	2/17/2012
4	98 APPLIE, INC.	Purchased	3/01/2011	2/17/2012
5	2498 A, T & T INC	Purchased	8/10/2011	4/26/2012
6	12129 BLACKROCK ENHANCED DIVIDEND ACHIEVERS	Purchased	1/14/2011	8/11/2011
7	644 CELGENE CORP	Purchased	3/01/2011	8/11/2011
8	3872 CINCINNATI FINANCIAL CORP	Purchased	8/10/2011	1/25/2012
9	2992 Cisco Systems Inc	Purchased	3/01/2011	8/11/2011
10	2204 CVS CAREMARK CORP	Purchased	11/11/2010	1/25/2012
11	5350 DELTA AIRLINES	Purchased	4/27/2011	8/11/2011
12	11427 EATON VANCE ENHANCED EQUITY	Purchased	8/10/2011	11/23/2011
13	5000 EATON VANCE TAX MANAGED	Purchased	8/10/2011	1/13/2012
14	3010 ENDO PHARMACEUTICALS	Purchased	11/05/2009	8/11/2011
15	1900 FIRST NIAGRA FINANCIAL GROUP	Purchased	1/13/2011	8/11/2011
16	600 FIRST ENERGY	Purchased	3/04/2011	8/10/2011
17	1121 FREIGHTCAR AMERICA ONC	Purchased	4/26/2011	8/11/2011
18	1256 GREENLIGHT CAPITAL	Purchased	4/26/2011	8/11/2011
19	5671 H & R BLOCK INC	Purchased	1/15/2010	2/06/2012
20	20000 HOME DEPOT INC	Purchased	1/13/2009	3/16/2012
21	3190 HUGOTON ROYALYT TRUST	Purchased	10/25/2010	8/11/2011
22	353 INTEL CORPORATION	Purchased	1/14/2011	1/25/2012
23	400 INTERNATIONAL BUSINESS MACHINES	Purchased	1/01/1949	2/23/2012
24	1797 INVESCO MORTGAGE CAPITAL	Purchased	4/27/2011	8/11/2011
25	233 MCDONALDS CORPORATION	Purchased	1/08/2010	7/26/2011
26	999 Medco Health Solutions	Purchased	3/01/2011	8/11/2011
27	2265 PEABODY ENERGY	Purchased	3/19/2012	5/18/2012
28	1574 PERMIAN BASIN ROYALTY TRUST	Purchased	1/08/2010	8/11/2011
29	965 ROYAL CARIBBEAN CRUISES LTD	Purchased	4/27/2011	8/10/2011
30	882 SILVER WHEATON CORP	Purchased	4/26/2011	8/10/2011
31	2345 SOTHEBYS CLASS A	Purchased	2/19/2010	8/11/2011
32	7540 VANDA PHARMACEUTICALS INC	Purchased	3/19/2012	6/14/2012
33	974 VEOLIA ENVIRONMENT SA	Purchased	12/21/2010	8/11/2011
34	20000 ALLTEL CORPORATION	Purchased	7/29/2009	9/26/2011
35	15000 AMERICAN AIRLINE	Purchased	5/18/2010	10/03/2011
36	120000 AMERICAN EXPRESS CREDIT	Purchased	8/26/2009	8/10/2011
37	21000 Bank of New York	Purchased	5/13/2011	7/15/2011
38	25000 BLOCK FINANCIAL CORP	Purchased	10/15/2010	12/29/2011
39	20000 BRANDYWINE OPER PARTNERSHIP	Purchased	5/18/2010	4/02/2012
40	1000 BRASCAN CORPORATION	Purchased	5/27/2010	6/15/2012
41	20000 CAROLINA PWR & LT CO	Purchased	7/29/2009	2/16/2012

Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
42	20000 DELPHI FINANCIAL GROUP	Purchased	12/27/2010	12/29/2011
43	10000 DEVON ENERGY CORPORATION	Purchased	7/29/2009	2/16/2012
44	10000 DIRECT TV HOLDINGS LLC	Purchased	8/27/2010	5/15/2012
45	15000 DIRECT TV HOLDINGS LLC	Purchased	6/20/2011	5/15/2012
46	20000 DOMINION RES INC	Purchased	7/28/2009	9/26/2011
47	10000 DOW CHEMICAL COMPANY	Purchased	6/28/2010	7/15/2011
48	15000 DOW CHEMICAL COMPANY	Purchased	6/28/2010	7/15/2011
49	25000 DOW CHEMICAL SENIOR NOTES	Purchased	8/26/2009	2/16/2012
50	20000 DUPONT E I DE NEMOURS	Purchased	7/29/2009	2/16/2012
51	21000 EMPIRE DIST ELEC CO	Purchased	6/02/2011	4/02/2012
52	41000 FREEPORT MCMORAN COPPER & GOLD	Purchased	9/06/2011	3/14/2012
53	15000 FROST NATIONAL BANK	Purchased	10/30/2009	8/01/2011
54	50000 GENERAL ELECTRIC CAP CORP	Purchased	8/19/2008	9/26/2011
55	55000 GENERAL ELECTRIC CAP CORP	Purchased	3/09/2009	12/27/2011
56	5000 GENERAL ELECTRIC CAP CORP	Purchased	7/18/2011	2/13/2012
57	30000 GENERAL ELECTRIC CAP CORP	Purchased	7/26/2011	3/30/2012
58	25000 GENERAL ELECTRIC CAP CORP	Purchased	2/24/2009	8/29/2011
59	25000 GENERAL ELECTRIC CAP CORP	Purchased	10/02/2008	9/26/2011
60	40000 GENERAL ELECTRIC CAP CORP	Purchased	8/26/2009	2/16/2012
61	50000 GENERAL MOTORS ACCEPTANCE CPORP	Purchased	1/04/2007	10/17/2011
62	25000 HOUSEHOLD FINANCE CORP	Purchased	10/30/2009	12/15/2011
63	120000 HOUSEHOLD FINANCE CORP	Purchased	3/10/2009	8/10/2011
64	100000 HSBC FINANCE CORP	Purchased	2/03/2009	4/24/2012
65	8000 M & T BANK CORP	Purchased	11/23/2009	9/26/2011
66	20000 M&I MARSHALL & ISLEY BK	Purchased	2/23/2010	9/26/2011
67	2000 MARSHALL & ISLEY CORP	Purchased	8/09/2011	1/17/2012
68	2000 MARSHALL & ISLEY CORP	Purchased	8/10/2010	8/15/2011
69	25000 MARSHALL & ISLEY CORP	Purchased	9/29/2011	12/15/2011
70	10000 MERCURY GENERAL CORP SENIOR NOTES	Purchased	1/12/2009	8/15/2011
71	20000 NISOURCE FINANCIAL GROUP	Purchased	8/26/2009	2/16/2012
72	20000 PACCAR INC	Purchased	7/29/2009	2/17/2012
73	10000 PPG INDUSTRIES	Purchased	7/29/2009	2/17/2012
74	15000 PRINCIPAL LIFE INC	Purchased	5/23/2011	7/15/2011
75	25000 QWEST CORP	Purchased	10/07/2011	4/18/2012
76	10000 SAFEWAY INC	Purchased	7/29/2009	2/17/2012
77	5000 SILICON VY BK	Purchased	4/06/2010	6/01/2012
78	13000 TECK RESOURCES LTD CONTRA	Purchased	9/06/2011	3/19/2012
79	25000 Textron Inc	Purchased	8/26/2009	6/01/2012
80	20000 THOMSON REUTERS	Purchased	7/29/2009	2/17/2012
81	16000 US TREASURY	Purchased	10/04/2007	9/26/2011
82	10000 VENTAS RLTY	Purchased	8/26/2010	7/18/2011
83	20000 Verizon Communications Inc	Purchased	7/29/2009	2/01/2012
84	20000 Wellpoint Inc	Purchased	8/26/2009	2/17/2012
85	25000 XL CAP FIN EUROPE	Purchased	1/05/2010	1/17/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	24,865.		34,764.	-9,899.				$ -9,899.
2	108,355.		90,239.	18,116.				18,116.
3	109,535.		43,540.	65,995.				65,995.
4	49,351.		34,264.	15,087.				15,087.
5	79,924.		70,878.	9,046.				9,046.
6	84,439.		104,957.	-20,518.				-20,518.
7	34,008.		34,023.	-15.				-15.

Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
8	126,871.		96,630.	30,241.				$ 30,241.
9	47,562.		56,673.	-9,111.				-9,111.
10	93,955.		65,914.	28,041.				28,041.
11	37,017.		54,080.	-17,063.				-17,063.
12	116,510.		113,994.	2,516.				2,516.
13	60,060.		54,298.	5,762.				5,762.
14	98,813.		69,613.	29,200.				29,200.
15	19,807.		26,990.	-7,183.				-7,183.
16	24,350.		22,102.	2,248.				2,248.
17	18,757.		34,274.	-15,517.				-15,517.
18	26,489.		34,641.	-8,152.				-8,152.
19	95,081.		70,129.	24,952.				24,952.
20	14,990.		12,105.	2,885.				2,885.
21	69,096.		63,929.	5,167.				5,167.
22	9,436.		7,468.	1,968.				1,968.
23	76,001.		48,567.	27,434.				27,434.
24	32,840.		40,354.	-7,514.				-7,514.
25	20,573.		14,400.	6,173.				6,173.
26	53,704.		53,972.	-268.				-268.
27	54,214.		72,752.	-18,538.				-18,538.
28	33,800.		23,903.	9,897.				9,897.
29	23,403.		38,223.	-14,820.				-14,820.
30	32,263.		34,505.	-2,242.				-2,242.
31	80,591.		58,126.	22,465.				22,465.
32	30,904.		39,000.	-8,096.				-8,096.
33	15,380.		28,655.	-13,275.				-13,275.
34	20,964.		22,141.	-1,177.				-1,177.
35	15,000.		15,615.	-615.				-615.
36	135,939.		123,344.	12,595.				12,595.
37	21,000.		21,177.	-177.				-177.
38	26,674.		26,002.	672.				672.
39	20,000.		20,847.	-847.				-847.
40	20,000.		21,522.	-1,522.				-1,522.
41	21,710.		21,456.	254.				254.
42	23,375.		21,673.	1,702.				1,702.
43	10,869.		10,699.	170.				170.
44	10,381.		11,125.	-744.				-744.
45	15,572.		16,429.	-857.				-857.
46	20,802.		21,625.	-823.				-823.
47	10,000.		10,000.	0.				0.
48	15,000.		15,000.	0.				0.
49	28,697.		27,235.	1,462.				1,462.
50	21,259.		21,317.	-58.				-58.
51	21,000.		21,978.	-978.				-978.
52	44,422.		44,746.	-324.				-324.
53	15,000.		15,840.	-840.				-840.
54	50,419.		49,266.	1,153.				1,153.
55	55,000.		41,989.	13,011.				13,011.
56	5,000.		5,121.	-121.				-121.
57	30,000.		30,276.	-276.				-276.
58	25,000.		23,025.	1,975.				1,975.
59	26,205.		24,498.	1,707.				1,707.
60	44,516.		42,633.	1,883.				1,883.

Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
61	50,281.		50,000.	281.				$ 281.
62	25,888.		27,087.	-1,199.				-1,199.
63	120,333.		101,758.	18,575.				18,575.
64	100,000.		82,285.	17,715.				17,715.
65	8,310.		8,500.	-190.				-190.
66	20,424.		19,700.	724.				724.
67	2,000.		2,000.	0.				0.
68	2,000.		2,005.	-5.				-5.
69	25,000.		25,262.	-262.				-262.
70	10,000.		10,750.	-750.				-750.
71	21,793.		20,227.	1,566.				1,566.
72	22,193.		22,373.	-180.				-180.
73	10,667.		10,537.	130.				130.
74	15,224.		15,130.	94.				94.
75	31,290.		27,100.	4,190.				4,190.
76	11,248.		10,814.	434.				434.
77	5,000.		5,288.	-288.				-288.
78	16,924.		16,570.	354.				354.
79	25,000.		25,187.	-187.				-187.
80	21,231.		21,491.	-260.				-260.
81	17,561.		16,042.	1,519.				1,519.
82	10,410.		10,450.	-40.				-40.
83	20,575.		20,725.	-150.				-150.
84	21,667.		21,633.	34.				34.
85	25,000.		26,326.	-1,326.				-1,326.
							Total	$ 222,986.

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Warren P. and Ava F. Sewell Foundation,
Name: Richard Meigs
Care Of: The Meigs Group, PC
Street Address: 411 Alabama Avenue
City, State, Zip Code: Bremen, GA 30110
Telephone: 770-537-2326
Form and Content: Written in letter form
Submission Deadlines: N/A
Restrictions on Awards: Primarily charities in Haralson and Carroll Counties, Georgia and East Alabama