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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011, or tax year beginning 7/01, 2011, and ending 6/30, 2012

COMMUNITY ENTERPRISES, INC.
PO BOX 1089
THOMASTON, GA 30286A Employer identification number
58-6043415B Telephone number (see the instructions)
706-647-7684C 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 changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____

J (Part I, column (d) must be on cash basis)

Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 6,803,349.

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))

(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 (att sch)				
	2	Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments			N/A	
	4	Dividends and interest from securities	150,788.	150,788.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	262,694.			
	b	Gross sales price for all assets on line 6a	267,573.			
	7	Capital gain net income (from Part IV, line 2)		262,694.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
	SEE STATEMENT 1	1,516.	1,516.			
12	Total. Add lines 1 through 11	414,998.	414,998.			
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc.	0.			
	14	Other employee salaries and wages	27,282.	20,462.		6,820.
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)	3,400.	2,550.		850.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs)	9,558.	1,565.		522.
	19	Depreciation (attach sch) and depletion	841.	630.		
	20	Occupancy	12,000.	9,000.		3,000.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
		SEE STATEMENT 4	9,634.	7,226.		2,408.
24	Total operating and administrative expenses. Add lines 13 through 23	62,715.	41,433.		13,600.	
25	Contributions, gifts, grants paid STMT 5	324,735.			324,735.	
26	Total expenses and disbursements. Add lines 24 and 25	387,450.	41,433.		338,335.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	27,548.				
b	Net investment income (if negative, enter -0-)		373,565.			
c	Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		10,547.	8,626.	8,926.
	2	Savings and temporary cash investments		5,653.	20,489.	20,489.
	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)				
	b	Investments — corporate stock (attach schedule) STATEMENT 6	7,005,722.	6,772,264.	6,772,264.	
	c	Investments — corporate bonds (attach schedule) STATEMENT 7	246.	249.	249.	
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment, basis 20,775.					
	Less: accumulated depreciation (attach schedule) SEE STMT 8 19,354.	2,261.	1,421.	1,421.		
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item 1)	7,024,429.	6,803,049.	6,803,349.		
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 SEE STATEMENT 9)	5,788.	2,778.		
	23	Total liabilities (add lines 17 through 22)	5,788.	2,778.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. X					
	24	Unrestricted	7,018,641.	6,800,271.		
	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				
	30	Total net assets or fund balances (see instructions)	7,018,641.	6,800,271.		
	31	Total liabilities and net assets/fund balances (see instructions)	7,024,429.	6,803,049.		

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	7,018,641.
2	Enter amount from Part I, line 27a	2	27,548.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	7,046,189.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	245,918.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,800,271.

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)
1 a 2500 EXXON MOBIL		P	12/01/99	4/25/12
b 1156 MEDCO HEALTH SOLUTIONS		P	8/21/03	4/03/12
c FRACT EXPRESS SCRIPTS - CASH IN LIEU		P	4/03/12	4/03/12
d CAPITAL GAIN DIVIDENDS				
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 217,103.		4,873.	212,230.
b 33,293.			33,293.
c 21.		6.	15.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			212,230.
b			33,293.
c			15.
d			17,156.
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	262,694.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	15.

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	336,320.	6,886,217.	0.048840
2009	357,186.	6,762,134.	0.052821
2008	566,921.	7,185,827.	0.078894
2007	595,579.	11,507,856.	0.051754
2006	538,567.	12,244,209.	0.043985

2 Total of line 1, column (d)	2	0.276294
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	0.055259
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,518,426.
5 Multiply line 4 by line 3	5	360,202.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,736.
7 Add lines 5 and 6	7	363,938.
8 Enter qualifying distributions from Part XII, line 4	8	338,335.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1 7,471.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 7,471.
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 7,471.
6 Credits/Payments:		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 6,440.	
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 6,440.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 1,031.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>PATRICIA CORLEY</u> Telephone no <u>706-647-7684</u> Located at <u>PO BOX 1089 THOMASTON GA</u> ZIP + 4 <u>30286</u>			
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 <u>15</u>	N/A <u>N/A</u>		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	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 6 and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	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

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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

6b

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

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

7b

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

N/A

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
SEE STATEMENT 11		0.	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 COMMUNITY ENTERPRISES, INC. WAS ESTABLISHED TO MAKE CONTRIBUTIONS FOR RELIGIOUS, EDUCATIONAL, AND CHARITABLE PURPOSES. THE FOUNDATION ALSO OFFERS EDUCATIONAL SCHOLARSHIPS TO THOSE MEETING CERTAIN REQUIREMENTS.	
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	6,571,213.
b	Average of monthly cash balances	1b	46,478.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,617,691.
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	6,617,691.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	99,265.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,518,426.
6	Minimum investment return. Enter 5% of line 5	6	325,921.

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	325,921.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,471.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,471.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	318,450.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	318,450.
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	318,450.

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	338,335.
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	338,335.
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	338,335.

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				318,450.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			324,735.	
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 ▶ \$ 338,335.				
a Applied to 2010, but not more than line 2a			324,735.	
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				13,600.
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.				304,850.
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				

BAA

Form 990-PF (2011)

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				3 a
b Approved for future payment				
Total				3 b

COMMUNITY ENTERPRISES, INC.

58-6043415

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SEC SETTLEMENT	\$ 1,516.	\$ 1,516.	
TOTAL	\$ 1,516.	\$ 1,516.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & AUDITING	\$ 3,400.	\$ 2,550.		\$ 850.
TOTAL	\$ 3,400.	\$ 2,550.		\$ 850.

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
FEDERAL EXCISE TAXES	\$ 7,471.			
PAYROLL TAXES	2,087.	\$ 1,565.		\$ 522.
TOTAL	\$ 9,558.	\$ 1,565.		\$ 522.

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
BANK FEES	\$ 300.	\$ 225.		\$ 75.
DUES & SUBSCRIPTIONS	2,464.	1,848.		616.
INSURANCE	275.	206.		69.
OFFICE EXPENSE	1,034.	776.		258.
TELEPHONE	2,735.	2,051.		684.
UTILITIES	2,826.	2,120.		706.
TOTAL	\$ 9,634.	\$ 7,226.		\$ 2,408.

STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:

DONEE'S NAME:

SEE ATTACHED STATEMENT

DONEE'S ADDRESS:

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN: \$ 324,735.

TOTAL \$ 324,735.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE STOCKS	MKT VAL	\$ 6,551,619.	\$ 6,551,619.
MUTUAL FUNDS - STOCKS	MKT VAL	220,645.	220,645.
	TOTAL	<u>\$ 6,772,264.</u>	<u>\$ 6,772,264.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MUTUAL FUNDS - BONDS	MKT VAL	\$ 249.	\$ 249.
	TOTAL	<u>\$ 249.</u>	<u>\$ 249.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FURNITURE AND FIXTURES	\$ 16,885.	\$ 15,464.	\$ 1,421.	\$ 1,421.
MACHINERY AND EQUIPMENT	3,890.	3,890.	0.	0.
TOTAL	<u>\$ 20,775.</u>	<u>\$ 19,354.</u>	<u>\$ 1,421.</u>	<u>\$ 1,421.</u>

COMMUNITY ENTERPRISES, INC.

58-6043415

STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

PAYROLL TAXES	\$	1,747.
FEDERAL EXCISE TAXES PAYABLE		1,031.
TOTAL	\$	<u>2,778.</u>

STATEMENT 10
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

ROUNDING	\$	4.
UNREALIZED LOSS ON INVESTMENTS		245,914.
TOTAL	\$	<u>245,918.</u>

STATEMENT 11
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
H. STEWART DAVIS THOMASTON, GA 30286	SECRETARY TRESR 0	\$ 0.	\$ 0.	\$ 0.
NEIL H. HIGHTOWER, SR. THOMASTON, GA 30286	PRES./TRUSTEE 0	0.	0.	0.
GEORGE H. HIGHTOWER, JR. THOMASTON, GA 30286	VP/TRUSTEE 0	0.	0.	0.
NEIL H. HIGHTOWER, JR. THOMASTON, GA 30286	TRUSTEE 0	0.	0.	0.
WILLIAM H. HIGHTOWER, IV THOMASTON, GA 30286	TRUSTEE 0	0.	0.	0.
JOHN S. DAVIS THOMASTON, GA 30286	TRUSTEE 0	0.	0.	0.
JOHN B. HIGHTOWER THOMASTON, GA 30286	TRUSTEE 0	0.	0.	0.
TOTAL		\$ <u>0.</u>	\$ <u>0.</u>	\$ <u>0.</u>

COMMUNITY ENTERPRISES, INC.

58-6043415

STATEMENT 12
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME: NEIL H. HIGHTOWER
CARE OF: COMMUNITY ENTERPRISES, INC.

STREET ADDRESS: PO BOX 1089

CITY, STATE, ZIP CODE: THOMASTON, GA 30286

TELEPHONE: 706-647-7684

FORM AND CONTENT: APPLICATIONS SHOULD BE SUBMITTED IN WRITING WITH
SUPPORTING DATA

SUBMISSION DEADLINES: DECEMBER 31, ANNUALLY

RESTRICTIONS ON AWARDS: PRIMARILY CHARITABLE, RELIGIOUS, OR EDUCATIONAL
INSTITUTIONS IN THE STATE OF GEORGIA WITHIN APPROXIMATELY
100 MILES OF THOMASTON, GA. ALSO, THE THOMASTON CITY AND
UPSON COUNTY GOVERNMENT RECEIVE DONATIONS.

ALLOCATION BASIS

ADMINISTRATIVE EXPENSES ARE ALLOCATED BASED ON A 75%-25% RATIO WHICH IS AN ESTIMATE OF THE ALLOCATION OF TIME SPENT ON VERIFYING AND ACCOUNTING FOR CONTRIBUTIONS VERSUS GENERAL FOUNDATION ACTIVITIES.

**COMMUNITY ENTERPRISES
SCHEDULE OF DONATIONS
YEAR ENDED JUNE 30, 2012**

DONEE	CHECK NUMBER	CHECK DATE	RELATIONSHIP	PURPOSE	AMOUNT
EDUCATION:					
Upson County Schools	3216	09/15/11	NONE	UNRESTRICTED	\$ 25,000
GTAA/Tech Fund	3261	03/30/12	NONE	UNRESTRICTED	3,160
Sweet Briar College	3269	04/10/12	NONE	UNRESTRICTED	5,000
The UGA Foundaton	3270	04/10/12	NONE	UNRESTRICTED	2,100
Gordon College Foundation	3277	04/25/12	NONE	UNRESTRICTED	15,000
Georgia Tech Foundation	3280	05/01/12	NONE	UNRESTRICTED	18,000
Georgia Tech Foundation	3281	05/01/12	NONE	UNRESTRICTED	50,000
Georgia Tech Foundation	3282	05/01/12	NONE	UNRESTRICTED	12,500
Emory University	3284	05/01/12	NONE	UNRESTRICTED	25,000
Stratford Academy	3288	05/02/12	NONE	UNRESTRICTED	5,000
Westwood Academy	3292	05/02/12	NONE	UNRESTRICTED	10,000
Valdosta State University Foundation	3293	05/03/12	NONE	UNRESTRICTED	1,000
Augusta Preparatory School	3294	05/03/12	NONE	UNRESTRICTED	7,500
Episcopal Day School	3295	05/03/12	NONE	UNRESTRICTED	7,500
St George's Episcopal School	3300	05/07/12	NONE	UNRESTRICTED	10,000
					<u>196,760</u>
OTHER:					
First United Methodist Church	3274	04/24/12	NONE	UNRESTRICTED	25,000
First Baptist Church	3289	05/02/12	NONE	UNRESTRICTED	10,000
Thomaston-Upson Christmas Kitchen	3237	12/05/11	NONE	UNRESTRICTED	1,000
Georgia State Society NSDAR	3265	03/30/12	NONE	UNRESTRICTED	690
Thomaston-Upson Arts Council	3273	04/24/12	NONE	UNRESTRICTED	10,000
Thomaston/Upson County - Airport Authority	3283	05/01/12	NONE	UNRESTRICTED	10,000
Upson County United Way	3285	05/01/12	NONE	UNRESTRICTED	10,000
Flint River Council Boy Scouts of America	3286	05/01/12	NONE	UNRESTRICTED	7,000
Pine Valley Council Girl Scouts	3287	05/01/12	NONE	UNRESTRICTED	3,000
Thomaston-Upson County Humane Society	3290	05/02/12	NONE	UNRESTRICTED	5,000
American Red Cross	3291	05/02/12	NONE	UNRESTRICTED	5,000
Georgia Historical Society	3301	05/07/12	NONE	UNRESTRICTED	5,000
Upson Historical Society	3302	05/07/12	NONE	UNRESTRICTED	1,000
Upson Men and Women of Action	3303	05/10/12	NONE	UNRESTRICTED	5,000
Upson Regional Medical Center Health Foundation	3310	06/05/12	NONE	UNRESTRICTED	25,285
FYCA	3313	06/13/12	NONE	UNRESTRICTED	5,000
					<u>127,975</u>
Total Distributions FYE 06/30/12					\$ <u>324,735</u>

COMMUNITY ENTERPRISES INC

Account Number: 7JV-02010

24-Hour Assistance: (866) 4MLBUSINESS
Access Code: 51-758-02010

YOUR WCMA BANK DEPOSIT INTEREST SUMMARY

June 01, 2012 - June 29, 2012

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	0	11,636	10	0.92	20,487
TOTAL ML Bank Deposit Program	0			0.92	20,487

ITEMS FOR ATTENTION

Security	Message	Date	Security	Message	Date
SOUTHERN COMPANY	Opinion Downgraded				

YOUR WCMA ASSETS

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	1.81	1.81		1.81		
ML BANK DEPOSIT PROGRAM	20,487.00	20,487.00	1.0000	20,487.00	20	.10
TOTAL		20,488.81		20,488.81	20	10

A change in tier assignment will automatically convert the class of BBIF money fund shares held in your account. The WCMA Agreement and Program Description and the BBIF Fund Prospectus contain more details.

EQUITIES	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%
BANK OF AMERICA CORP	BAC 08/01/04		49,600	15.1604	751,958.70	8.1800	405,728.00	(346,230.70)	1,985	.48
COCA COLA COM	KO 08/01/04		14,000	1.5408	21,572.55	78.1900	1,094,660.00	1,073,087.45	28,560	2.60



COMMUNITY ENTERPRISES INC

Account Number: 7JV02010

YOUR WCMA ASSETS

June 01, 2012 - June 29, 2012

EQUITIES (continued)	Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Yield%
COCA COLA ENTERPRISES INC NEW		CCE	08/01/04	2,000	4.7769	9,553.83	28.0400	56,080.00	46,526.17	1,281	2.28
EXPRESS SCRIPTS HLDG CO		ESRX	08/01/04	936	17.3031	16,195.77	55.8300	52,256.88	36,061.11		
EXXON MOBIL CORP COM		XOM	08/01/04	23,600	1.9492	46,001.55	85.5700	2,019,452.00	1,973,450.45	53,809	2.66
			08/01/04	1,000	1.9492	1,949.22	85.5700	85,570.00	83,620.78	2,281	2.66
Subtotal				24,600		47,950.77		2,105,022.00	2,057,071.23	56,090	2.66
GENERAL ELECTRIC		GE	08/01/04	8,000	40.4500	323,600.00	20.8400	166,720.00	(156,880.00)	5,441	3.26
JOHNSON AND JOHNSON COM		JNJ	08/01/04	3,000	52.0200	156,060.00	67.5600	202,680.00	46,620.00	7,320	3.61
JPMORGAN CHASE & CO		JPM	08/01/04	30,000	7.8338	235,014.19	35.7300	1,071,900.00	836,885.81	36,000	3.35
LOWE'S COMPANIES INC		LOW	08/01/04	6,000	23.1000	138,600.00	28.4400	170,640.00	32,040.00	3,841	2.25
MERCK AND CO INC SHS		MRK	08/01/04	2,400	59.4566	142,695.95	41.7500	100,200.00	(42,495.95)	4,033	4.02
PFIZER INC		PFE	08/01/04	5,000	42.1452	210,726.10	23.0000	115,000.00	(95,726.10)	4,401	3.82
PROCTER & GAMBLE CO		PG	02/13/07	1,000	64.9400	64,940.00	61.2500	61,250.00	(3,690.00)	2,248	3.67
SCHLUMBERGER LTD		SLB	05/02/06	696	62.0011	43,152.80	64.9100	45,177.36	2,024.56	766	1.69
↓ SOUTHERN COMPANY		SO	08/01/04	2,000	29.7900	59,580.00	46.3000	92,600.00	33,020.00	3,921	4.23
SUNTRUST BKS INC COM		STI	08/01/04	32,500	1.1797	38,342.83	24.2300	787,475.00	749,132.17	6,500	.82
			08/01/04	1,000	1.1797	1,179.78	24.2300	24,230.00	23,050.22	200	.82
Subtotal				33,500		39,522.61		811,705.00	772,182.39	6,700	.82
TOTAL						2,261,123.27		6,551,619.24	4,290,495.97	162,587	2.48

RESEARCH RATINGS

Security	Symbol	BofAML Research	Morningstar	S&P
COCA COLA ENTERPRISES	CCE	Neutral (A27)	Hold	Hold
COCA COLA COM	KO	Buy (A17)	Hold	Buy
EXXON MOBIL CORP COM	XOM	Buy (A17)	Buy	Buy
EXPRESS SCRIPTS HLDG CO	ESRX	Buy (B19)	Buy	Buy

YOUR WCMA ASSETS

RESEARCH RATINGS (continued)

Security	Symbol	BofAML Research	Morningstar	S&P
GENERAL ELECTRIC	GE	N/A	Buy	Buy
JPMORGAN CHASE & CO	JPM	N/A	Buy	Buy
JOHNSON AND JOHNSON COM	JNJ	Neutral (A27)	Buy	Buy
LOWE'S COMPANIES INC	LOW	Neutral (B27)	Buy	Sell
MERCK AND CO INC SHS	MRK	Buy (A17)	Buy	Buy
PFIZER INC	PFE	Buy (A17)	Buy	Buy
PROCTER & GAMBLE CO	PG	Buy (A17)	Under Review	Hold
SCHLUMBERGER LTD	SLB	Buy (B17)	Buy	Buy
SOUTHERN COMPANY	SO	Neutral (A27)	Hold	Hold
SUNTRUST BKS INC COM	STI	Underperform (B37)	Buy	Hold

PLEASE REFER TO THE BACK OF YOUR STATEMENT FOR A GUIDE TO BofAML AND THIRD PARTY RESEARCH RATINGS.

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Income	Current Yield%
COLUMBIA SHORT-TERM BOND FD CL A	25	245.47	9.9500	248.75	3.28	235	13	4	1.49
SYMBOL NSTRX Initial Purchase 08/01/04 Fixed Income 100%									
0320 Fractional Share		0.31	9.9500	3.32	0.01				1.49
FIDELITY BLUE CHIP GROWTH FUND	2.598	132,801.48	46.9200	121,898.16	(10,903.32)	127,638	(5,740)	115	0.9
SYMBOL FBGRX Initial Purchase 08/01/04 Equity 100%									
6050 Fractional Share		25.04	46.9200	28.39	3.35			1	0.9
JANUS TWENTY FUND CL T	1.697	103,567.55	58.1400	98,663.58	(4,903.97)	87,516	11,146	75	0.7



COMMUNITY ENTERPRISES INC

Account Number: 7JV02010

YOUR WCMA ASSETS

June 01, 2012 - June 29, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued)		Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Current Yield%
SYMBOL JAVLX Initial Purchase 08/01/04										
Equity 100%										
9370 Fractional Share			53.73	58.1400	54.48	75			1	07
Subtotal (Fixed Income)					249.07					
Subtotal (Equities)					220,644.61					
TOTAL			236,693.58		220,893.68	(15,799.90)		5,419	196	09

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Initial Purchase: Date of your initial investment in this fund

LONG PORTFOLIO		Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL		2,518,305.66	6,793,001.73	4,274,696.07		162,803	2.40

♦ Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale"

YOUR WCMA TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS		Transaction Type	Quantity	Description	Reinvestment	Income	Year To Date
Date							
06/29		Bank Interest		BANK DEPOSIT INTEREST		92	92
Subtotal (Taxable Interest)						92	92