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

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

2011

For calendar year 2011 or tax year beginning

JUL 1, 2011

, and ending

JUN 30, 2012

Name of foundation

A Employer identification number

BELOCO FOUNDATION, INC.

58-6065378

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

Room/suite

P.O. BOX 140

B Telephone number

(706) 571-6040

City or town, state, and ZIP code

COLUMBUS, GA 31902-0140

C If exemption application is pending, check here ►

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,
2. check here and attach computation ► H Check type of organization: Section 501(c)(3) exempt private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method: Cash Accrual

► \$ 14,053,414. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

Revenue		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		83.	83.		STATEMENT 1
4 Dividends and interest from securities		231,481.	231,481.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,417,430.			
b Gross sales price for all assets on line 6a		4,876,538.			
7 Capital gain net income (from Part IV, line 2)			4,417,430.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		4,648,994.	4,648,994.		
13 Compensation of officers, directors, trustees, etc		6,000.	0.	6,000.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	6,800.	5,440.	1,360.	
c Other professional fees	STMT 4	62,543.	62,543.	0.	
17 Interest					
18 Taxes	STMT 5	92,102.	23.	459.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	10.	0.	10.	
24 Total operating and administrative expenses. Add lines 13 through 23		167,455.	68,006.	7,829.	
25 Contributions, gifts, grants paid		727,656.		727,656.	
26 Total expenses and disbursements		895,111.	68,006.	735,485.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,753,883.			
b Net investment income (if negative, enter -0-)			4,580,988.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	27,555.	1,609.	1,609.
	2	Savings and temporary cash investments	82,728.	4,414,440.	4,414,440.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,565.		
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	2,104,579.	1,643,241.	9,637,365.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	2,218,427.	6,059,290.	14,053,414.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)	360.	87,340.	
	23	Total liabilities (add lines 17 through 22)	360.	87,340.	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	2,218,067.	5,971,950.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances	2,218,067.	5,971,950.	
	31	Total liabilities and net assets/fund balances	2,218,427.	6,059,290.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,218,067.
2	Enter amount from Part I, line 27a	2	3,753,883.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	5,971,950.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,971,950.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a TD BANKNORTH INC			P	VARIOUS	09/08/11
b 92,500 SHS AFLAC INC			P	VARIOUS	05/15/12
c 10,400 SHS EXXON NOBIL CORP			P	VARIOUS	05/15/12
d TD BANKNORTH INC			P	VARIOUS	05/24/12
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 22.					22.
b 4,010,673.		272,668.		3,738,005.	
c 865,823.		186,440.		679,383.	
d 20.					20.
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					22.
b					3,738,005.
c					679,383.
d					20.
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		4,417,430.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	673,603.	14,614,768.	.046091
2009	657,925.	13,627,359.	.048280
2008	658,723.	13,405,421.	.049139
2007	559,711.	19,034,497.	.029405
2006	1,436,757.	17,853,168.	.080476

2 Total of line 1, column (d)

2 .253391

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 .050678

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 13,698,770.

5 Multiply line 4 by line 3

5 694,226.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 45,810.

7 Add lines 5 and 6

7 740,036.

8 Enter qualifying distributions from Part XII, line 4

8 735,485.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	91,620.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		4,640.
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		4,640.
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		86,980.
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 ►	11		
			Refunded ►	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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	N/A	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			X	X
1c	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. ► \$ 0.			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?			X	
If "Yes," attach a detailed description of the activities					
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			X	
4a	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?				
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			X	
If "Yes," attach the statement required by General Instruction T					
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			X	
• By language in the governing instrument, or					
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?					
7	Did the foundation have at least \$5,000 in assets at any time during the year?			X	
If "Yes," complete Part II, col (c), and Part XV					
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			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			X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			X	

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► N/A			
14	The books are in care of ► LOVICK P. CORN Located at ► P.O. BOX 23024, COLUMBUS, GA	Telephone no. ► (706) 571-6040 ZIP+4 ► 31902	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<input checked="" type="checkbox"/>
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 ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> 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 checked="" type="checkbox"/> Yes	<input 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 ►	1b	<input checked="" type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	<input checked="" type="checkbox"/>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<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.)	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. ►	2b	
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No
 Yes No
 Yes No
 Yes No
 Yes No

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

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

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

If "Yes" to 6b, file Form 8870.

Yes No

X

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?

Yes No

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		6,000.	0.	0.

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

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

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

►

0

Form 990-PF (2011)

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	13,186,533.
b Average of monthly cash balances	1b	720,848.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	13,907,381.
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	13,907,381.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	208,611.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,698,770.
6 Minimum investment return Enter 5% of line 5	6	684,939.

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	684,939.
2a Tax on investment income for 2011 from Part VI, line 5	2a	91,620.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	91,620.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	593,319.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	593,319.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	593,319.

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	735,485.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	735,485.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	735,485.

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				593,319.
2 Undistributed income, if any, as of the end of 2011			714,558.	
a Enter amount for 2010 only				
b Total for prior years:		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: ► \$ 735,485.			714,558.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				20,927.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				572,392.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	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 XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN COLLEGE OF THE BUILDING ARTS, CHARLESTON, SC	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	2,500.
ANDREW COLLEGE, CUTHBERT, GA	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	55,000.
CAMPUS CRUSADE FOR CHRIST, ORLANDO, FL	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	20,000.
CHILDRENS HEALTHCARE OF ATLANTA, ATLANTA, GA	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	150,000.
COLUMBUS SYMPHONY ORCHESTRA, COLUMBUS, GA	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	5,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 727,656.
b Approved for future payment				
AMERICAN COLLEGE OF THE BUILDING ARTS, CHARLESTON, SC	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	2,500.
ANDREW COLLEGE, CUTHBERT, GA	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	50,000.
HUMANE SOCIETY OF S. COASTAL GA, BRUNSWICK, GA	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	60,000.
Total	SEE CONTINUATION SHEET(S)			► 3b 1,437,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****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****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)**13 Total. Add line 12, columns (b), (d), and (e)**

(See worksheet in line 13 instructions to verify calculations.)

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
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Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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
- (2) Other assets

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

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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.

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee		Date	Date		
Paid Preparer Use Only	Print/Type preparer's name S. SCOTT VOYNICH, CPA	Preparer's signature 	Date 10/19/12	Check <input type="checkbox"/> if self-employed	PTIN P00014238
	Firm's name ► ROBINSON, GRIMES & COMPANY, P.C.			Firm's EIN ► 58-1374304	
	Firm's address ► P.O. BOX 4299 COLUMBUS, GA 31914			Phone no. 706-324-5435	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<u>EASTER SEALS OF WEST GEORGIA, COLUMBUS, GA</u>	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	15,000.
<u>HUMANE SOCIETY OF S. COASTAL GA, BRUNSWICK, GA</u>	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	20,000.
<u>I AM FOR THE URALS, GRAY, GA</u>	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	8,000.
<u>MD ANDERSON CANCER CENTER, HOUSTON, TX</u>	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	5,000.
<u>MEMORIAL SLOAN-KETTERING CANCER CENTER, NEW YORK, NY</u>	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	5,000.
<u>NATIONAL INFANTRY MUSEUM FOUNDATION, COLUMBUS, GA</u>	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	25,000.
<u>OPEN DOOR COMMUNITY HOME, COLUMBUS, GA</u>	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	22,000.
<u>RABUN GAP NACOCHEE SCHOOL, RABUN GAP, GA</u>	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	25,000.
<u>SOUTHEASTERN COUNCIL OF FOUNDATIONS, ATLANTA, GA</u>	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	5,156.
<u>SPRINGER OPERA HOUSE, COLUMBUS, GA</u>	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	50,000.
Total from continuation sheets				495,156.

BELOCO FOUNDATION, INC.

58-6065378

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. FRANCIS FOUNDATION, COLUMBUS, GA	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	100,000.
ST. SIMONS LAND TRUST, ST. SIMONS ISLAND, GA	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	50,000.
TEEN CHALLENGE OF GA INC, COLUMBUS, GA	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	62,500.
WESLEYAN COLLEGE, MACON, GA	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	100,000.
YOUTH ORCHESTRA OF GREATER COLUMBUS, COLUMBUS, GA	N/A	PUBLIC CHARITY	GENERAL USE OF DONEE	2,500.
Total from continuation sheets				

BELOCO FOUNDATION, INC.

58-6065378

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

BELOCO FOUNDATION, INC.

58-6065378

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

SOURCE	AMOUNT
VARIOUS	83.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	83.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	231,481.	0.	231,481.
TOTAL TO FM 990-PF, PART I, LN 4	231,481.	0.	231,481.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION FEE	6,800.	5,440.		1,360.
TO FORM 990-PF, PG 1, LN 16B	6,800.	5,440.		1,360.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES	62,543.	62,543.		0.
TO FORM 990-PF, PG 1, LN 16C	62,543.	62,543.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	23.	23.		0.
PAYROLL TAXES	459.	0.		459.
FEDERAL EXCISE TAXES	91,620.	0.		0.
TO FORM 990-PF, PG 1, LN 18	92,102.	23.		459.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORPORATE FILING FEE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	10.	0.		10.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
4,488 SHS AFLAC	6,096.	191,144.
111,465 SHS SYNOVUS FINANCIAL CORPORATION	67,680.	220,701.
3,944 SHS FRONTIER COMMUNICATIONS	9,826.	15,106.
1,400 SHS COCA COLA COMPANY	2,794.	109,466.
6,000 SHS EXXON MOBIL CORPORATION	24,818.	513,420.
5,766 SHS GENERAL ELECTRIC COMPANY	13,414.	120,163.
66,757 SHS TOTAL SYSTEM SERVICES, INC.	229,714.	1,597,495.
35 SHS BERKSHIRE HATHAWAY, INCORPORATED	548,028.	4,373,075.
6,550 SHS ABBOTT LABS	96,369.	422,279.
270 SHS MERCK & CO. INC NEW	18,214.	11,273.
7,200 SHS JOHNSON & JOHNSON	68,733.	487,783.
9,600 SHS MICROSOFT CORPORATION	27,433.	293,664.
2,000 SHS WAL-MART	24,717.	139,440.
12,300 SHS INTEL CORP.	160,921.	327,795.
11,550 SHS PFIZER, INC.	145,259.	265,650.
4,000 SHS SCHLUMBERGER LTD.	88,275.	259,640.
766 SHS WELLS FARGO & CO.	10,248.	25,615.
2,000 SHARES BOSTON PROPERTIES INC.	74,740.	216,740.
814 SHARES HOSPIRA INC	9,243.	28,474.

BELOCO FOUNDATION, INC.

58-6065378

56 SHS TORONTO DOMINION BK ONT	2,276.	4,381.
300 SHS CISCO SYS INC	7,622.	5,151.
300 SHS ORACLE CORP	6,821.	8,910.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,643,241.	9,637,365.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 8
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
WITHHELD PAYROLL TAXES	245.	245.
ACCRUED PAYROLL TAXES	115.	115.
EXCISE TAXES PAYABLE	0.	86,980.
TOTAL TO FORM 990-PF, PART II, LINE 22	360.	87,340.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LOVICK P. CORN COLUMBUS, GA	PRESIDENT 0.00	0.	0.	0.
ELIZABETH C. OGIE COLUMBUS, GA	VICE-PRESIDENT 0.00	0.	0.	0.
ELIZABETH T. CORN COLUMBUS, GA	VICE-PRESIDENT 0.00	0.	0.	0.
POLLY C. MILLER COLUMBUS, GA	SECRETARY 0.00	0.	0.	0.
KATHERINE C. FOSTER COLUMBUS, GA	TREASURER 0.00	0.	0.	0.
SUSAN C. WAINWRIGHT COLUMBUS, GA	TRUSTEE 0.00	0.	0.	0.

BELOCO FOUNDATION, INC.

58-6065378

ABBY C. IRBY COLUMBUS, GA	TRUSTEE 0.00	0.	0.	0.
GILBERT B. MILLER COLUMBUS, GA	TRUSTEE 0.00	0.	0.	0.
PHYLLIS WAGNER P.O. BOX 140 COLUMBUS, GA 31902	ADMINISTRATOR 40.00	6,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,000.	0.	0.

NAME OF MANAGER

LOVICK P. CORN
ELIZABETH T. CORN