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Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation

THE SANDRIDGE FOUNDATION

A Employer identification number

58-6369441

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

457 MANOR RIDGE DRIVE, N.W.

B Telephone number

(404)355-8297

City or town, state, and ZIP code

ATLANTA, GA 30305-3509

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 863,012.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	33,501.	33,501.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-205.			STATEMENT 1
b Gross sales price for all assets on line 6a 183,023.				
7 Capital gain net income (from Part IV, line 2)		27,829.		
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	33,296.	61,330.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	3,894.	2,921.		973.
c Other professional fees STMT 4	7,331.	7,331.		0.
17 Interest				
18 Taxes STMT 5	345.	345.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	8.	0.		8.
24 Total operating and administrative expenses. Add lines 13 through 23	11,578.	10,597.		981.
25 Contributions, gifts, grants paid	35,000.			35,000.
26 Total expenses and disbursements Add lines 24 and 25	46,578.	10,597.		35,981.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-13,282.			
b Net investment income (if negative, enter -0-)		50,733.		
c Adjusted net income (if negative, enter -0-)			N/A	

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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			
	2 Savings and temporary cash investments	49,342.	33,154.	33,154.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	610,228.	622,247.	650,296.
	c Investments - corporate bonds STMT 8	120,597.	125,209.	125,384.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 9	62,831.	49,106.	54,178.
	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)	842,998.	829,716.	863,012.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DUE TO HP)	2,718.	2,718.	
	23 Total liabilities (add lines 17 through 22)	2,718.	2,718.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	840,280.	826,998.	
	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	840,280.	826,998.	
	31 Total liabilities and net assets/fund balances	842,998.	829,716.	

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	840,280.
2	Enter amount from Part I, line 27a	2	-13,282.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	826,998.
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	826,998.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE STATEMENT D-1	P	VARIOUS	VARIOUS
b	ROC - GOVERNMENT NATIONAL MTG ASSN II	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	165,419.		141,469.	23,950.
b	13,725.		13,725.	0.
c	3,879.			3,879.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				23,950.
b				0.
c				3,879.
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	27,829.
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	24,374.	797,074.	.030579
2009	60,706.	753,680.	.080546
2008	25,000.	756,047.	.033067
2007	70,731.	1,142,254.	.061922
2006	74,779.	1,245,390.	.060045

2	Total of line 1, column (d)	2	.266159
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	.053232
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	838,771.
5	Multiply line 4 by line 3	5	44,649.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	507.
7	Add lines 5 and 6	7	45,156.
8	Enter qualifying distributions from Part XII, line 4	8	35,981.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,015.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	1,015.
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	1,015.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,592.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,400.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,992.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,977.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 1,977. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HUGH PETERSON, JR. Telephone no ▶ 404-355-8297

Located at ▶ 457 MANOR RIDGE DRIVE, N.W., ATLANTA, GA ZIP+4 ▶ 30305

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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		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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	N/A	5b	
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? *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*	N/A ☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870.*		6b	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?	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 10		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		0.
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	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	795,697.
b	Average of monthly cash balances		1b	55,847.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	851,544.
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	851,544.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	12,773.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	838,771.
6	**Minimum investment return.** Enter 5% of line 5		6	41,939.

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	41,939.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,015.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,015.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	40,924.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	40,924.
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	40,924.

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	35,981.
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	35,981.
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	35,981.

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				40,924.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 14,581.				
b From 2007 15,042.				
c From 2008				
d From 2009 23,552.				
e From 2010				
f Total of lines 3a through e	53,175.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 35,981.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				35,981.
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).)	4,943.			4,943.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	48,232.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	9,638.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	38,594.			
10 Analysis of line 9				
a Excess from 2007 15,042.				
b Excess from 2008				
c Excess from 2009 23,552.				
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
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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*				
AILEY UNITED METHODIST CHURCH W. COLLEGE STREET AILEY, GA 30410	N/A	RELIGIOUS	GENERAL	10,000.
PAUL ANDERSON YOUTH HOME 1603 MCINTOSH STREET VIDALIA, GA 30474	N/A	CIVIC	GENERAL	2,500.
REINHARDT COLLEGE 7300 REINHARDT COLLEGE CIRCLE WALESKA, GA 30183	N/A	EDUCATION	GENERAL	12,500.
THE GEORGIA COLLEGE AND STATE UNIVERSITY CAMPUS BOX 96 MILLEDGEVILLE, GA 31061	N/A	EDUCATION	GENERAL	10,000.
Total			▶ 3a	35,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	33,501.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-205.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		33,296.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	33,296.

(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)
	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] 2/12/13 ▶

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOEL PASCANER	[signature]	2/8/13		P00027369

Firm's name ▶ STEPHEN M. BERMAN & ASSOC., L.L.C. Firm's EIN ▶ 58-1540139

Firm's address ▶ 3475 LENOX ROAD, N.E., SUITE 950 ATLANTA 30326 Phone no 404-262-2181

Form **990-PF** (2011)

123622
12-02-11

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks								
ABBOTT LABS								
COM	157.000	64 470	10,121.79	1 20	7,840.06	320	0.00	3.16
Acct: 7938066	*157 000*	*64.470*	*10,121 79*	*1 20*	*7,840.06*	*320*	*0 00*	*3 16*
ADVISORS INNER CIRCLE FD								
CAMBIAR SMALL CAP FD INSTL CL	967.055	17.290	16,720.38	1.97	17,941.15	0	0 00	0.00
Acct: 7936980	*967.055*	*17.290*	*16,720 38*	*1 97*	*17,941.15*	*0*	*0 00*	*0 00*
ALTRIA GROUP INC								
COM	410.000	34.550	14,165 50	1.67	7,475.39	672	168.10	4.75
Acct: 7938066	*410 000*	*34.550*	*14,165 50*	*1.67*	*7,475.39*	*672*	*168 10*	*4.75*
AMERICAN ELEC PWR INC								
COM	87.000	39.900	3,471.30	0 41	3,285.13	163	0.00	4.71
Acct: 7938066	*87.000*	*39 900*	*3,471 30*	*0 41*	*3,285.13*	*163*	*0.00*	*4 71*
ASTRAZENECA PLC								
SPONS ADR	236 000	44.750	10,561 00	1.25	11,378 44	660	0 00	6 26
Acct: 7938066	*236.000*	*44.750*	*10,561 00*	*1.25*	*11,378.44*	*660*	*0.00*	*6.26*
AT&T INC								
COM	453.000	35.660	16,153.98	1.91	10,764.92	797	0 00	4.94
Acct: 7938066	*453.000*	*35.660*	*16,153.98*	*1 91*	*10,764.92*	*797*	*0.00*	*4 94*
BANK OF AMERICA CORP								
COM	400.000	8.180	3,272.00	0.39	14,708 85	16	0.00	0 49

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
Acct: 7936980	*400.000*	*8.180*	*3,272.00*	*0 39*	*14,708.85*	*16*	*0 00*	*0 49*
BCE INC CDA COM US SHS	272 000	41 200	11,206 40	1 32	9,974.60	598	149.58	5.34
Acct: 7938066	*272.000*	*41.200*	*11,206 40*	*1.32*	*9,974 60*	*598*	*149 58*	*5.34*
BRISTOL MYERS SQUIBB CO COM	360.000	35.950	12,942.00	1 53	9,687.58	489	0.00	3.78
Acct: 7938066	*360 000*	*35.950*	*12,942.00*	*1.53*	*9,687.58*	*489*	*0 00*	*3.78*
CENTURYLINK INC COM	298.000	39 490	11,768.02	1.39	11,652.75	864	0.00	7.34
Acct. 7938066	*298 000*	*39.490*	*11,768 02*	*1 39*	*11,652 75*	*864*	*0 00*	*7 34*
CHEVRON CORP COM	31.000	105.500	3,270 50	0.39	2,887.89	111	0 00	3.41
Acct: 7938066	*31 000*	*105.500*	*3,270 50*	*0 39*	*2,887.89*	*111*	*0 00*	*3 41*
CONOCOPHILLIPS COM	211.000	55 880	11,790.68	1 39	11,597 05	557	0.00	4 72
Acct· 7938066	*211 000*	*55 880*	*11,790.68*	*1 39*	*11,597.05*	*557*	*0.00*	*4 72*
DOMINION RES INC VA NEW COM	70.000	54 000	3,780.00	0.45	3,061 72	147	0.00	3.91
Acct. 7938066	*70 000*	*54.000*	*3,780.00*	*0.45*	*3,061 72*	*147*	*0 00*	*3 91*
DUKE ENERGY CORP COM	501 000	23.060	11,553.06	1 36	9,180 82	511	0 00	4 42
Acct: 7938066	*501 000*	*23 060*	*11,553 06*	*1.36*	*9,180.82*	*511*	*0 00*	*4 42*
GENERAL ELEC CO COM	300.000	20.840	6,252 00	0.74	13,330.90	204	51.00	3 26
Acct. 7936980	*300 000*	*20 840*	*6,252 00*	*0 74*	*13,330 90*	*204*	*51 00*	*3.26*
GLAXOSMITHKLINE PLC SPONS ADR	282.000	45.570	12,850.74	1.52	11,254.45	642	154.85	5 00
Acct: 7938066	*282 000*	*45.570*	*12,850.74*	*1.52*	*11,254 45*	*642*	*154 85*	*5 00*
HCP INC REAL ESTATE INVT TR	108.000	44.150	4,768.20	0.56	4,103.28	216	0.00	4.53

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
Acct: 7938066	*108 000*	*44.150*	*4,768.20*	*0.56*	*4,103.28*	*216*	*0.00*	*4.53*
HEALTH CARE REIT INC REAL ESTATE INVT TR *Acct: 7938066*	98 000 *98.000*	58.300 *58.300*	5,713.40 *5,713.40*	0.67 *0 67*	4,769.91 *4,769 91*	290 *290*	0.00 *0 00*	5.08 *5 08*
HEINZ H J CO COM *Acct: 7938066*	240 000 *240 000*	54.380 *54 380*	13,051.20 *13,051.20*	1 54 *1.54*	12,080.04 *12,080 04*	494 *494*	123 60 *123.60*	3 79 *3 79*
INTERNATIONAL BUSINESS MACHS CORP COM *Acct: 7936980*	50.000 *50.000*	195.580 *195 580*	9,779.00 *9,779 00*	1.15 *1.15*	5,447.22 *5,447.22*	170 *170*	0.00 *0 00*	1.74 *1 74*
JOHNSON & JOHNSON COM *Acct: 7938066*	138.000 *138.000*	67.560 *67.560*	9,323.28 *9,323 28*	1.10 *1.10*	7,843.59 *7,843 59*	336 *336*	0.00 *0 00*	3.61 *3.61*
JP MORGAN CHASE & CO COM *Acct: 7936980*	100 000 *100 000*	35.730 *35 730*	3,573.00 *3,573 00*	0.42 *0 42*	3,652.58 *3,652.58*	120 *120*	0.00 *0 00*	3.36 *3 36*
KIMBERLY CLARK CORP COM *Acct: 7938066*	183 000 *183.000*	83.770 *83.770*	15,329.91 *15,329.91*	1 81 *1.81*	9,476.86 *9,476 86*	541 *541*	135.42 *135 42*	3.53 *3.53*
LILLY ELI & CO COM *Acct: 7938066*	317.000 *317.000*	42 910 *42.910*	13,602.47 *13,602.47*	1.61 *1 61*	11,483.94 *11,483.94*	621 *621*	0.00 *0 00*	4.57 *4 57*
LORILLARD INC COM *Acct: 7938066*	33.000 *33 000*	131.950 *131.950*	4,354.35 *4,354.35*	0.51 *0.51*	2,883.72 *2,883.72*	204 *204*	0.00 *0.00*	4.70 *4.70*
MANNING & NAPIER FDS WORLD OPPTYS SER CL A *Acct: 7936980*	4,959.318 *4,959.318*	6.960 *6 960*	34,516.85 *34,516 85*	4.08 *4 08*	41,886.26 *41,886 26*	1,190 *1,190*	0.00 *0 00*	3.45 *3.45*
MCDONALDS CORP GOM	37.000	88.530	3,275.61	0.39	2,486.14	103	0.00	3 16

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
Acct. 7938066	*37.000*	*88 530*	*3,275.61*	*0 39*	*2,486.14*	*103*	*0 00*	*3.16*
MERCK & CO INC PAR 0.5 COM *Acct: 7938066*	285 000 *285 000*	41.750 *41.750*	11,898.75 *11,898.75*	1 40 *1.40*	10,888.61 *10,888.61*	478 *478*	119.70 *119 70*	4 02 *4.02*
NATIONAL GRID TRANSCO PLC SPONS ADR NEW *Acct: 7938066*	271 000 *271.000*	52 990 *52.990*	14,360.29 *14,360.29*	1 70 *1.70*	13,214.30 *13,214 30*	843 *843*	0.00 *0 00*	5 88 *5.88*
OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y *Acct: 7936980*	902 299 *902.299*	31.340 *31.340*	28,278.05 *28,278 05*	3.34 *3.34*	30,428 22 *30,428 22*	609 *609*	0.00 *0.00*	2.15 *2.15*
PEPSICO INC COM *Acct· 7938066*	50.000 *50 000*	70.660 *70.660*	3,533.00 *3,533 00*	0 42 *0.42*	3,066.73 *3,066.73*	107 *107*	0.00 *0 00*	3 04 *3 04*
PHILIP MORRIS INTL INC COM *Acct: 7938066*	145.000 *145 000*	87.260 *87.260*	12,652.70 *12,652 70*	1.49 *1 49*	3,612.65 *3,612 65*	446 *446*	111.65 *111 65*	3 53 *3 53*
PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL *Acct. 7936980*	2,081.705 *2,081.705*	6.420 *6 420*	13,364.55 *13,364 55*	1.58 *1.58*	16,981.70 *16,981.70*	2,841 *2,841*	0 00 *0 00*	21.26 *21 26*
PPL CORP COM *Acct: 7938066*	254 000 *254 000*	27 810 *27 810*	7,063.74 *7,063 74*	0.83 *0.83*	7,089.99 *7,089 99*	365 *365*	91.44 *91 44*	5.18 *5 18*
PROCTER & GAMBLE CO COM *Acct: 7938066*	58 000 *58.000*	61 250 *61.250*	3,552.50 *3,552 50*	0.42 *0 42*	3,640 64 *3,640 64*	130 *130*	0 00 *0.00*	3 67 *3 67*
REYNOLDS AMERN INC COM *Acct: 7938066*	241.000 *241 000*	44.870 *44 870*	10,813.67 *10,813.67*	1.28 *1 28*	8,334 04 *8,334 04*	568 *568*	142.19 *142.19*	5.26 *5 26*
ROYAL DUTCH SHELL PLC SPONS ADR REPSTG B SHS	190.000	69.930	13,286 70	1.57	12,985.28	653	0 00	4 92

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
Acct: 7938066	*190.000*	*69.930*	*13,286 70*	*1 57*	*12,985.28*	*653*	*0.00*	*4 92*
SCHRODER FDS								
US SMALL & MIDCAP OPPORTUNITES FD IV	879 151	12.060	10,602 56	1 25	10,699 98	25	0.00	0.24
Acct: 7936980	*879.151*	*12.060*	*10,602.56*	*1.25*	*10,699 98*	*25*	*0 00*	*0.24*
SENTINEL FDS								
SMALL CO FD INSTL CL	1,801.275	7 800	14,049.95	1.66	14,375.89	0	0.00	0.00
Acct: 7936980	*1,801.275*	*7.800*	*14,049.95*	*1 66*	*14,375 89*	*0*	*0 00*	*0.00*
SOUTHERN CO								
COM	306.000	46.300	14,167.80	1.67	11,953.04	599	0.00	4.23
Acct: 7938066	*306.000*	*46.300*	*14,167.80*	*1.67*	*11,953.04*	*599*	*0 00*	*4.23*
TOTAL SA								
SPONS ADR	194.000	44.950	8,720 30	1.03	10,643.35	496	117.11	5.69
Acct: 7938066	*194.000*	*44.950*	*8,720.30*	*1.03*	*10,643.35*	*496*	*117 11*	*5.69*
TOTAL SYSTEM SVCS INC								
COM	3,300.000	23.930	78,969.00	9.32	0.00	1,320	330.00	1.67
Acct: 7936980	*3,300.000*	*23 930*	*78,969.00*	*9.32*	*0.00*	*1,320*	*330.00*	*1 67*
UNILEVER PLC								
ADR NEW	215.000	33.730	7,251.95	0.86	6,474.27	267	0.00	3.68
Acct: 7938066	*215 000*	*33 730*	*7,251 95*	*0.86*	*6,474 27*	*267*	*0 00*	*3.68*
VENTAS INC								
REAL ESTATE INVT TR	60.000	63.120	3,787 20	0.45	3,318.52	148	0.00	3.93
Acct: 7938066	*60.000*	*63.120*	*3,787.20*	*0.45*	*3,318 52*	*148*	*0.00*	*3 93*
VERIZON COMMUNICATIONS								
COM	329.000	44.440	14,620.76	1.73	10,300.10	658	0.00	4.50
Acct: 7938066	*329.000*	*44 440*	*14,620 76*	*1.73*	*10,300 10*	*658*	*0 00*	*4.50*
VODAFONE GROUP PLC								
SPONS ADR	410.000	28.180	11,553.80	1.36	11,013.48	597	407.82	5 17
Acct: 7938066	*410.000*	*28.180*	*11,553 80*	*1.36*	*11,013.48*	*597*	*407.82*	*5.17*
WELLS FARGO & CO								
COM NEW	400.000	33.440	13,376 00	1.58	9,637.21	352	0.00	2.63

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
Acct· 7936980	*400.000*	*33 440*	*13,376 00*	*1 58*	*9,637 21*	*352*	*0.00*	*2 63*
WINDSTREAM CORP COM	268.000	9.660	2,588.88	0.31	3,369.87	268	67 00	10.35
Acct: 7938066	*268.000*	*9 660*	*2,588 88*	*0.31*	*3,369 87*	*268*	*67.00*	*10.35*
Total Common Stocks			**$575,658.77**	**67.98%**	**$464,163.11**	**$22,823**	**$2,169.46**	**3.96%**
			Adj. for Total System Svcs		(78,969.00)			
			* 496,689.77					
Preferred Stocks								
GENERAL ELEC CAP CORP PFD 6.10% QTRLY NON-CUML PINES DUE 11/15/32 CALLABLE	1,000.000	26.100	26,100.00	3.08	25,000.00	1,525	0.00	5 84
Acct: 7936980	*1,000.000*	*26.100*	*26,100.00*	*3 08*	*25,000 00*	*1,525*	*0.00*	*5 84*
JPMORGAN CHASE CAP X PFD 7.00% QTRLY CUML SER J DUE 02/15/32 CALLABLE	500.000	25.630	12,815 00	1.51	12,500.00	875	0 00	6 83
Acct. 7936980	*500.000*	*25.630*	*12,815 00*	*1 51*	*12,500.00*	*875*	*0 00*	*6 83*
Total Preferred Stocks			**$38,915.00**	**4.59%**	**$37,500.00**	**$2,400**	**$0.00**	**6.16%**
Other								
ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL	1,246.136	11.250	14,019.03	1.66 1.66	14,278.26	0	0 00	0.00
Acct: 7936980	*1,246.136*	*11.250*	*14,019.03*	*1.66*	*14,278.26*	*0*	*0 00*	*0 00*
FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL	1,941.244	11.180	21,703.11	2.56 2.56	21,242 63	42	0 00	0.20
Acct: 7936980	*1,941.244*	*11.180*	*21,703.11*	*2 56*	*21,242 63*	*42*	*0.00*	*0 20*
Total Other			**$35,722.14**	**4.22%**	**$35,520.89**	**$42**	**$0.00**	**0.11%**
Total			571,326.91		537,184 00			

FORM 990-PF	ASSETS			STATEMENT A-2
		6/30/2011	6/30/2012	
		Book Basis	Book Basis	FMV
Bonds				
PIMCO FDS GLOBAL BD FD			18,819.09	19,314.11
PIMCO FDS LOW DURATION FD		8,045.85	8,279.08	8,334.97
PIMCO FDS PAC INVT MGMT		10,240.48	11,046.55	11,523 04
RIDGEWORTH FD-SHORT TERM BD		7,248.52	7,401.57	7,419.87
RIDGEWORTH FD-SEIX FLTG RT HIGH INCM		31,835.29	33,489.04	33,022.53
RIDGEWORTH FD-INTERMEDIATE BD		24,009.46	25,303.54	25,772.23
TEMPLETON INCOME TR GLOBAL BD		39,217.56	20,869.74	19,997 50
		120,597.16	**125,208.61**	**125,384.25**
MORTGAGE & ASSET BACKED SEC.				
GNMA PL#003536M		13,994.77	11,302.95	11,308.00
GNMA PL#002535M		668.31	502.05	1,013.04
GNMA PL#003677M		9,781.47	7,912.99	8,143.82
GNMA PL#003187M		7,776.14	6,395.19	6,854.66
GNMA PL#003787M		15,119.34	12,547 11	13,096.51
GNMA PL#647289X		15,491.01	10,445.51	13,761.75
		62,831.04	**49,105.80**	**54,177.78**
		183,428.20	174,314.41	179,562.03

THE SANDRIDGE FOUNDATION
58-6369441

STATEMENT D-1

DESCRIPTION	Date Aqr.	Date sold	Shares	Proceeds	Book Basis	Tax Basis	Book Gain/(Loss)	Tax Gain/(Loss)
Total Systems Services (Spinoff)	99/99/99	07/27/11	430.00	8,208.20	11,083.96	416.24	-2,875 76	7,791 96
Total Systems Services (Spinoff)	99/99/99	01/30/12	200.00	4,392.00	5,155.33	193.60	-763 33	4,198.40
Total Systems Services (Spinoff)	99/99/99	02/07/12	500.00	10,847 84	12,888 32	484 00	-2,040 48	10,363 84
IBM		08/01/11	100.00	18,088.70	11,425.18	11,425.18	6,663 52	6,663.52
Bristol Myers Squibb Co		10/11/11	86.00	2,830.63	2,370.56	2,370 56	460 07	460 07
Progress Energy Inc.		10/11/11	135 00	6,846 25	6,096.02	6,096 02	750 23	750 23
Dominion Res Inc.		11/09/11	71.00	3,650.38	3,261.07	3,261.07	389.31	389.31
New York Community Bancorp Inc		11/09/11	253.00	3,097.55	4,509 65	4,509.62	-1,412.10	-1,412.07
Wal-Mart Stores Inc		01/04/12	100.00	5,998.93	5,621.40	5,621.40	377 53	377 53
Consolidated Edison Inc.		01/04/12	84.00	5,031.35	4,157.12	4,157 12	874 23	874 23
Dominion Res Inc.		01/04/12	75.00	3,895.83	3,220.11	3,220 11	675 72	675.72
McDonalds Corp.		01/04/12	38.00	3,782.32	2,172.95	2,172.95	1,609 37	1,609.37
Aberdeen Equity Long Short		01/30/12	808.44	9,200.00	9,414.92	9,414 92	-214 92	-214 92
Ridgeworth Fd - Midcap Val Equity		01/30/12	1,095.07	11,399.67	12,858.01	12,858.01	-1,458.34	-1,458.34
Ishares Tr S & P Midcap 400		01/30/12	120	11,194.10	11,451.89	11,451.89	-257.79	-257.79
Cincinnati Finl Corp		02/02/12	89.00	2,936.32	2,896 68	2,896.68	39.64	39.64
AT & T Inc		02/15/12	1,000.00	25,000 00	25,000.00	25,000.00	0.00	0.00
Philip Morris Intl Com		04/11/12	17.00	1,484.72	1,402.88	1,402.88	81.84	81 84
Procter & Gamble Co		04/11/12	24.00	1,593.03	1,566.48	1,566.48	26.55	26 55
Phillips 66 Com		05/08/12	0.05	15.02	18.46	18.46	-3 44	-3 44
Phillips 66 Com		05/11/12	66.00	2,092.81	2,353.32	2,353.32	-260 51	-260.51
Telefonica SA ADR		05/21/12	428.00	5,332.85	10,002.77	10,002.77	-4,669.92	-4,669.92
Templeton Global BD		12/15/11	1,508.97	18,500.00	20,575.81	20,575.81	-2,075.81	-2,075.81
Total				165,418.50	169,502.89	141,469.09	(4,084.39)	23,949 41

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT D-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
165,419.	169,503.	0.	0.	-4,084.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROC - GOVERNMENT NATIONAL MTG ASSN II	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,725.	13,725.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	3,879.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-205.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SUNTRUST NOMINEE,(DIVIDENDS)	34,471.	3,879.	30,592.
SUNTRUST NOMINEE,(INTEREST)	2,909.	0.	2,909.
TOTAL TO FM 990-PF, PART I, LN 4	37,380.	3,879.	33,501.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,894.	2,921.		973.
TO FORM 990-PF, PG 1, LN 16B	3,894.	2,921.		973.

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
MANAGEMENT FEES	7,331.	7,331.		0.
TO FORM 990-PF, PG 1, LN 16C	7,331.	7,331.		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 TAXES PAID	345.	345.		0.
TO FORM 990-PF, PG 1, LN 18	345.	345.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	8.	0.		8.
TO FORM 990-PF, PG 1, LN 23	8.	0.		8.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-1 (CORPORATE STOCK)	537,184.	571,327.
TOTAL SYSTEMS SERVICES	85,063.	78,969.
TOTAL TO FORM 990-PF, PART II, LINE 10B	622,247.	650,296.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-2 (BONDS)	125,209.	125,384.
TOTAL TO FORM 990-PF, PART II, LINE 10C	125,209.	125,384.

FORM 990-PF MORTGAGE LOANS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-2 (MORTGAGE & ASSET BACKED SECURITIES	49,106.	54,178.
TOTAL TO FORM 990-PF, PART II, LINE 12	49,106.	54,178.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HUGH PETERSON, JR. 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	TRUSTEE; MEMBER, DIST COMM 1.00	0.	0.	0.
MARY JANE FINCHER PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 1.00	0.	0.	0.
HUGH PETERSON, III 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
WILLIAM FINCHER PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
RICHARD RUSSELL PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
PATIENCE EUNICE PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER

HUGH PETERSON, JR.
MARY JANE FINCHER PETERSON

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE SANDRIDGE FOUNDATION	[X] 58-6369441
	Number, street, and room or suite no. If a P.O. box, see instructions. 457 MANOR RIDGE DRIVE, N.W.	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions. ATLANTA, GA 30305-3509	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ HUGH PETERSON, JR. 457 MANOR RIDGE DRIVE, N.W. - ATLANTA, GA 30305
  Telephone No. ▶ 404-355-8297 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year _____ or
▶ [X] tax year beginning JUL 1, 2011, and ending JUN 30, 2012.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$	2,992.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$	1,592.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	1,400.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions