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

Department of the Treasury  
Internal Revenue Service

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

Open to public inspection

**Name of foundation**  
**THE NONAMI FOUNDATION, INC.**

**Number and street (or P O box number if mail is not delivered to street address)**  
**3445 PEACHTREE ROAD, SUITE 175**

**Room/suite**

**City or town, state, and ZIP code**  
**ATLANTA, GA 30326**

**A Employer identification number**  
**20-8083384**

**B Telephone number**  
**(404) 233-4339**

**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16)  
\$ **6,238,525.** (Part I, column (d) must be on cash basis)

**J** Accounting method:  Cash  Accrual  
 Other (specify)

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>	<b>(d) Disbursements for charitable purposes (cash basis only)</b>
<b>1</b> Contributions, gifts, grants, etc., received				N/A	
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments		866.	866.		STATEMENT 1
<b>4</b> Dividends and interest from securities		84,162.	84,162.		STATEMENT 2
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		47,042.			
<b>b</b> Gross sales price for all assets on line 6a		457,921.			
<b>7</b> Capital gain net income (from Part IV, line 2)			47,042.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income					
<b>12 Total.</b> Add lines 1 through 11		132,070.	132,070.		
<b>13</b> Compensation of officers, directors, trustees, etc		0.	0.		0.
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees					
<b>b</b> Accounting fees <b>STMT 3</b>		3,180.	0.		3,180.
<b>c</b> Other professional fees <b>STMT 4</b>		10,617.	10,617.		0.
<b>17</b> Interest					
<b>18</b> Taxes <b>STMT 5</b>		10.	0.		10.
<b>19</b> Depreciation and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses <b>STMT 6</b>		58.	58.		0.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23		13,865.	10,675.		3,190.
<b>25</b> Contributions, gifts, grants paid		384,250.			340,250.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25		398,115.	10,675.		343,440.
<b>27 Subtract line 26 from line 12:</b>					
<b>a</b> Excess of revenue over expenses and disbursements		<266,045.>			
<b>b</b> Net investment income (if negative, enter -0-)			121,395.		
<b>c</b> 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		173,238.	853,762.	853,762.	
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
		b Investments - corporate stock STMT 7			5,696,678.	5,384,763.	5,384,763.
		c Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶)						
	16	<b>Total assets (to be completed by all filers)</b>		<b>5,869,916.</b>	<b>6,238,525.</b>	<b>6,238,525.</b>	
Liabilities	17	Accounts payable and accrued expenses			3,500.		
	18	Grants payable		306,000.	350,000.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
	23	<b>Total liabilities (add lines 17 through 22)</b>		<b>306,000.</b>	<b>353,500.</b>		
Net Assets or Fund Balances	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			0.	0.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			5,563,916.	5,885,025.		
	30	<b>Total net assets or fund balances</b>		<b>5,563,916.</b>	<b>5,885,025.</b>		
	31	<b>Total liabilities and net assets/fund balances</b>		<b>5,869,916.</b>	<b>6,238,525.</b>		

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	5,563,916.
2	Enter amount from Part I, line 27a	2	<266,045.>
3	Other increases not included in line 2 (itemize) ▶ FAIR MARKET VALUE ADJUSTMENT	3	587,154.
4	Add lines 1, 2, and 3	4	5,885,025.
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	5,885,025.

**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	M/L #706-03804 - SEE ATTACHED STMT	P	VARIOUS	VARIOUS
b	M/L #706-03804 - SEE ATTACHED STMT	P	VARIOUS	VARIOUS
c	M/L #706-03805 - SEE ATTACHED STMT	P	VARIOUS	VARIOUS
d	M/L #706-03805 - SEE ATTACHED STMT	P	VARIOUS	VARIOUS
e	CPI CAPITAL GAINS		VARIOUS	VARIOUS

	(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	80,409.		72,075.	8,334.
b	16,257.		18,321.	<2,064.>
c	144,951.		128,597.	16,354.
d	216,304.		198,049.	18,255.
e				6,163.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			8,334.
b			<2,064.>
c			16,354.
d			18,255.
e			6,163.

2	Capital gain net income or (net capital loss) <small>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</small>	2	47,042.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): <small>If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8</small>	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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2011	313,633.	6,347,390.	.049411
2010	301,401.	6,199,701.	.048615
2009	388,601.	6,223,807.	.062438
2008	274,192.	8,153,400.	.033629
2007	150,116.	9,635,066.	.015580

2	Total of line 1, column (d)	2	.209673
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	.041935
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,085,689.
5	Multiply line 4 by line 3	5	255,203.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,214.
7	Add lines 5 and 6	7	256,417.
8	Enter qualifying distributions from Part XII, line 4 <small>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.</small>	8	343,440.

**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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,214.
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	1,214.
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	1,214.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,103.
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	7,103.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,889.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 5,889. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>LAURA WHITAKER</u> Telephone no ► <u>404-233-4339</u> Located at ► <u>3445 PEACHTREE RD, STE 175, ATLANTA, GA</u> ZIP+4 ► <u>30326</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>   <u>N/A</u>			
16	At any time during calendar year 2012, 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	Yes	No 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) <u>N/A</u>	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 2012?	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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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?  Yes  No  
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
LILLIAN C. GIORNELLI 3445 PEACHTREE ROAD, SUITE 175 ATLANTA, GA 30326	DIRECTOR/PRESIDENT 0.00	0.	0.	0.
GREGORY J. GIORNELLI 3445 PEACHTREE ROAD, SUITE 175 ATLANTA, GA 30326	DIRECTOR/VICE PRESIDENT 0.00	0.	0.	0.
AMY CLARKE 3445 PEACHTREE ROAD, SUITE 175 ATLANTA, GA 30326	SECRETARY/TREASURER 0.00	0.	0.	0.
PAULA ANDREWS 3445 PEACHTREE ROAD, SUITE 175 ATLANTA, GA 30326	ASST. SECRETARY 0.00	0.	0.	0.

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

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

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

Total. Add lines 1 through 3 ▶ 0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,445,828.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	732,536.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	6,178,364.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	6,178,364.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	92,675.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	6,085,689.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	304,284.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	304,284.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,214.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,214.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	303,070.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	303,070.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	303,070.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	343,440.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	343,440.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	1,214.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	342,226.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				303,070.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			302,553.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 343,440.				
a Applied to 2011, but not more than line 2a			302,553.	
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 2012 distributable amount				40,887.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				262,183.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**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 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 8**

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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
<b>a</b> Paid during the year				
ALL SAINTS EPISCOPAL CHURCH 634 WEST PEACHTREE STREET ATLANTA, GA 30308	NONE	PUBLIC CHARITY	CHARITY	115,000.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	NONE	PUBLIC CHARITY	CHARITY	10,000.
CARL SANDERS YMCA 1160 MOORES MILL ROAD ATLANTA, GA 30327	NONE	PUBLIC CHARITY	CHARITY	250.
DARTMOUTH COLLEGE 7 LEBANON STREET HANOVER, NH 03755	NONE	PUBLIC CHARITY	EDUCATION	25,000.
DAVIDSON COLLEGE 405 NORTH MAIN STREET DAVIDSON, NC 28036	NONE	PUBLIC CHARITY	EDUCATION	5,000.
<b>Total</b> SEE CONTINUATION SHEET(S)				340,250.
<b>b</b> Approved for future payment				
ALL SAINTS EPISCOPAL CHURCH 634 W PEACHTREE ST NE ATLANTA, GA 30308	NONE	PUBLIC CHARITY	CHARITY	225,000.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	NONE	PUBLIC CHARITY	CHARITY	10,000.
DARTMOUTH COLLEGE 7 LEBANON STREET HANOVER, NH 03755	NONE	PUBLIC CHARITY	EDUCATION	50,000.
<b>Total</b> SEE CONTINUATION SHEET(S)				350,000.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, membership dues, interest on savings, dividends, rental income, and other revenue.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: 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.



**M/L ACCOUNT 706-03804  
REALIZED CAPITAL GAIN AND LOSS SUMMARY**

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
20 0000	CLOROX CO DEL COM	6/8/10	3/30/12	1,376 60	1,265 64	110 96 LT
30 0000	CLOROX CO DEL COM	7/7/10	3/30/12	2,064 91	1,892 10	172 81 LT
20 0000	CLOROX CO DEL COM	8/10/10	03/30/12	1,376 61	1,316 60	60 01 LT
20 0000	CLOROX CO DEL COM	12/9/10	3/30/12	1,376 61	1,248 20	128 41 LT
20 0000	ISHARES BARCLAYS TIPS BO	6/8/10	3/30/12	2,354 46	2,119 01	235 45 LT
20 0000	ISHARES BARCLAYS TIPS BO	6/8/10	4/9/12	2,360 99	2,119 00	241 99 LT
120 0000	ISHARES BARCLAYS TIPS BO	7/7/10	4/9/12	14,165 97	12,669 79	1,496 18 LT
110 0000	ISHARES BARCLAYS TIPS BO	8/10/10	4/9/12	12,985 48	11,762 78	1,222 70 LT
98 0000	VANGUARD SHORT TERM BOND	7/7/10	3/30/12	7,933 59	7,932 00	1 59 LT
70 0000	VANGUARD SHORT TERM BOND	8/10/10	3/30/12	5,666 86	5,690 82	(23 96) LT
16 0000	GENUINE PARTS CO	5/7/10	3/30/12	1,005 54	642 00	363 54 LT
20 0000	GENUINE PARTS CO	5/25/10	3/30/12	1,256 92	773 14	483 78 LT
40 0000	GENUINE PARTS CO	6/8/10	3/30/12	2,513 85	1,552 66	961 19 LT
30 0000	GENUINE PARTS CO	7/7/10	3/30/12	1,885 39	1,201 80	683 59 LT
20 0000	GENUINE PARTS CO	8/10/10	3/30/12	1,256 93	878 00	378 93 LT
40 0000	WASTE MANAGEMENT INC NEW	10/1/10	3/30/12	1,400 92	1,439 15	(38 23) LT
70 0000	WASTE MANAGEMENT INC NEW	10/14/10	3/30/12	2,451 62	2,588 95	(137 33) LT
80 0000	WASTE MANAGEMENT INC NEW	12/9/10	3/30/12	2,801 87	2,806 74	(4 87) LT
5 0000	EMERSON ELEC CO	5/25/10	11/27/12	246 53	221 39	25 14 LT
40 0000	EMERSON ELEC CO	6/8/10	11/27/12	1,972 27	1,736 26	236 01 LT
40 0000	EMERSON ELEC CO	7/7/10	11/27/12	1,972 28	1,779 86	192 42 LT
20 0000	EMERSON ELEC CO	12/109/10	11/27/12	986 14	1,135 20	(149 06) LT
40 0000	RAYTHEON CO DELAWARE NEW	10/1/10	11/27/12	2,249 17	1,802 94	446 23 LT
80 0000	RAYTHEON CO DELAWARE NEW	10/14/10	11/27/12	3,373 77	2,738 70	635 07 LT
60 0000	RAYTHEON CO DELAWARE NEW	12/9/10	11/27/12	3,373 77	2,762 65	611 12 LT
	<b>LONG TERM TOTALS</b>			<b>80,409.05</b>	<b>72,075.38</b>	<b>8,333.67</b>
110 0000	EMERSON ELEC CO	3/30/12	11/27/12	5,423 78	5,740 36	(316 58) ST
320 0000	INTEL CORP	12/22/11	11/27/12	6,402 55	7,687 20	(1,284 65) ST
150 0000	TEXAS INSTRUMENTS	4/19/12	11/27/12	4,430 77	4,893 44	(462 67) ST
	<b>SHORT TERM TOTALS</b>			<b>16,257.10</b>	<b>18,321.00</b>	<b>(2,063.90)</b>

**M/L ACCOUNT 706-03805  
 REALIZED CAPITAL GAIN AND LOSS SUMMARY**

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
100.0000	JABIL CIRCUIT INC	8/10/10	1/25/12	2,307.81	1,321.91	985.90 LT
30.0000	CLIFFS NATURAL RESOURCES	6/16/10	2/7/12	2,273.90	1,735.57	538.33 LT
110.0000	CLIFFS NATURAL RESOURCES	6/29/10	2/7/12	8,337.64	5,522.75	2,814.89 LT
90.0000	CLIFFS NATURAL RESOURCES	07/07/10	2/7/12	6,821.72	4,316.49	2,505.23 LT
70.0000	GILEAD SCIENCES INC COM	6/8/10	2/3/12	3,729.31	2,387.70	1,341.61 LT
110.0000	GILEAD SCIENCES INC COM	7/7/10	2/3/12	5,860.35	3,816.70	2,043.65 LT
130.0000	GILEAD SCIENCES INC COM	08/10/10	2/3/12	6,925.89	4,616.25	2,309.64 LT
210.0000	MICROSOFT CORP	8/25/10	6/4/12	5,987.74	5,072.61	915.13 LT
430.0000	MICROSOFT CORP	11/1/10	6/4/12	12,260.62	11,631.37	629.25 LT
262.0000	WAL-MART STORES INC	8/4/10	6/4/12	17,168.68	13,454.62	3,714.06 LT
40.0000	WAL-MART STORES INC	8/10/10	6/4/20/12	2,621.18	2,071.46	549.72 LT
20.0000	OCCIDENTAL PETE CORP CAL	4/8/10	7/26/12	1,706.90	1,699.10	7.80 LT
50.0000	OCCIDENTAL PETE CORP CAL	5/7/10	7/26/12	4,267.26	4,013.86	253.40 LT
40.0000	OCCIDENTAL PETE CORP CAL	6/8/10	7/26/12	3,413.81	3,133.53	280.28 LT
50.0000	OCCIDENTAL PETE CORP CAL	7/7/10	7/26/12	4,267.27	3,942.05	325.22 LT
50.0000	OCCIDENTAL PETE CORP CAL	8/10/10	7/26/12	4,267.27	3,821.27	446.00 LT
41.0000	KOHL'S CORP WISC PV 1CT	3/29/11	8/3/12	2,104.21	2,163.93	(59.72) LT
119.0000	KOHL'S CORP WISC PV 1CT	3/29/11	8/6/12	6,176.09	6,280.68	(104.59) LT
80.0000	ROCKWELL AUTOMATION INC	8/1/11	8/15/12	5,715.95	5,671.51	44.44 LT
500.0000	GOODYEAR TIRE RUBBER	10/31/11	11/12/12	5,800.71	7,296.15	(1,495.44) LT
142.0000	GOODYEAR TIRE RUBBER	10/31/11	11/12/12	1,647.41	1,885.67	(238.26) LT
228.0000	GOODYEAR TIRE RUBBER	10/31/11	11/9/12	2,638.78	3,027.73	(388.95) LT
270.0000	MYLAN INC	6/21/11	11/9/12	6,979.02	6,139.29	839.73 LT
150.0000	MYLAN INC	6/22/11	11/9/12	3,877.24	3,444.47	432.77 LT
120.0000	WELLPOINT INC	2/16/11	11/8/12	6,786.23	7,971.62	(1,185.39) LT
80.0000	WELLPOINT INC	7/27/11	11/8/12	4,524.15	5,650.59	(1,126.44) LT
60.0000	WELLPOINT INC	10/27/11	11/8/12	3,393.12	4,226.04	(832.92) LT
142.0000	NEWELL RUBBERMAID INC	11/8/11	11/30/12	3,091.14	2,282.04	809.10 LT
	<b>LONG TERM TOTALS</b>			<b>144,951.40</b>	<b>128,596.96</b>	<b>16,354.44</b>
490.0000	JABIL CIRCUIT INC	2/23/11	1/25/12	11,308.29	9,741.84	1,566.45 ST
260.0000	JABIL CIRCUIT INC	7/27/11	1/25/12	6,000.33	5,061.81	938.52 ST
200.0000	WALGREEN CO	8/1/11	1/19/12	6,724.41	7,784.96	(1,060.55) ST
70.0000	WALGREEN CO	9/23/11	1/19/12	2,353.55	2,447.76	(94.21) ST

100 0000	SEAGATE TECH PLC SHS	12/9/11	2/1/12	2,545 65	1,616 88	928 77 ST
200 0000	SEAGATE TECH PLC SHS	12/15/11	2/1/12	5,091 30	3,346 74	1,744.56 ST
100 0000	SEAGATE TECH PLC SHS	12/22/11	2/1/12	2,545 65	1,595 82	949.83 ST
130.0000	BROADCOM CORP CALIF CL A	12/22/11	3/27/12	5,135 65	3,833 32	1,302.33 ST
120 0000	BAXTER INTERNTL INC	12/22/11	3/9/12	7,074 66	5,952 00	1,122.66 ST
60 0000	OUALCOMM INC	12/22/11	3/27/12	4,122 19	3,236 78	885 41 ST
320.0000	SEAGATE TECH PLC SHS	12/22/11	3/27/12	8,792 64	5,106 63	3,686.01 ST
120 0000	CONOCOPHILLIPS	8/1/11	5/22/12	6,258 61	6,640 33	(381.72) ST
50 0000	CONOCOPHILLIPS	8/7/11	5/22/12	2,607 76	2,904 98	(297.22) ST
30 0000	CONOCOPHILLIPS	12/22/11	5/22/12	1,564 66	1,644 21	(79 55) ST
20 0000	UNIVERSAL HEALTH SVCS B	8/2/11	5/3/12	832 98	924 72	(91 74) ST
130 0000	UNIVERSAL HEALTH SVCS B	8/4/11	5/3/12	5,414 43	5,506 11	(91 68) ST
40.0000	UNIVERSAL HEALTH SVCS B	9/23/11	5/3/12	1,665 99	1,393 13	272 86 ST
200 0000	INTEL CORP	9/23/11	6/15/12	5,474 53	4,341.36	1,133 17 ST
180 0000	INTEL CORP	11/22/11	6/15/12	4,927 09	4,228 54	698 55 ST
110.0000	INTEL CORP	12/22/11	6/15/12	3,011 00	2,642 48	368 52 ST
60 0000	PHILLIPS 66 SHS	8/1/11	6/8/12	1,921 22	1,973 40	(52 18) ST
25 0000	PHILLIPS 66 SHS	8/7/11	6/8/12	800 51	814 39	(13 88) ST
15 0000	PHILLIPS 66 SHS	12/22/11	6/8/12	480 31	488 63	(8 32) ST
250 0000	SCHLUMBERGER LTD	12/22/11	6/15/12	16,599 58	16,837 63	(238 05) ST
31 0000	UNIVERSAL HEALTH SVCS B	9/23/11	6/15/12	1,222 93	1,079 68	143 25 ST
59 0000	UNIVERSAL HEALTH SVCS B	9/23/11	6/18/12	2,327 96	2,054 87	273 09 ST
69 0000	UNIVERSAL HEALTH SVCS B	2/3/12	6/18/12	2,722 54	2,912 55	(190 01) ST
960 0000	MORGAN STANLEY	12/22/11	7/26/12	12,425 00	14,896 42	(2 471 42) ST
50 0000	SMITHFIELD FOODS PV\$0 50	12/9/11	7/13/12	941 11	1,225 21	(284.10) ST
240 0000	SMITHFIELD FOODS PV\$0 50	3/27/12	7/13/12	4,517 38	5,337 58	(820.20) ST
50 0000	KOHL'S CORP WISC PV 1CT	9/23/11	8/6/12	2,595 01	2,267 86	327 15 ST
15 0000	ROCKWELL AUTOMATION INC	9/23/11	8/15/12	1,071 75	783 01	288 74 ST
82 0000	ROCKWELL AUTOMATION INC	9/23/11	8/16/12	5,913.74	4,280 48	1,633 26 ST
43 0000	ROCKWELL AUTOMATION INC	9/23/11	8/17/12	3,173 17	2,244 64	928 53 ST
18 0000	ROCKWELL AUTOMATION INC	11/22/11	8/17/12	1,328 31	1,246 66	81 65 ST
22 0000	ROCKWELL AUTOMATION INC	11/22/11	8/20/12	1,596 59	1,523 69	72.90 ST
360 0000	SEAGATE TECH PLC SHS	12/22/11	7/27/12	10,817 11	5,744 95	5,072 16 ST
50 0000	TESORO CORP	6/18/12	8/14/12	1,944 11	1,110 87	833.24 ST
59 0000	TESORO CORP	8/18/12	8/15/12	2,286 94	1,310 83	976 11 ST
81 0000	TESORO CORP	6/18/12	8/17/12	3,183 81	1,799 61	1,384 20 ST
190.0000	ADOBE SYS DEL PV\$ 0.001	4/13/12	9/5/12	6,064 53	6,323 26	(258 73) ST
42 0000	KLA TENCOR CORP PV\$0 001	6/18/12	8/29/12	2,191 21	2,062 07	129 14 ST

140 0000	KLA TENCOR CORP PV50 001	6/25/12	8/29/12	7,304.05	6,606.54	697.51	ST
280 0000	JABIL CIRCUIT INC	4/13/12	10/15/12	4,740.09	6,488.19	(1,748.10)	ST
40 0000	GOLDMAN SACHS GROUP INC	3/27/12	11/9/12	4,655.32	5,120.62	(465.30)	ST
380 0000	GOODYEAR TIRE RUBBER	11/22/11	11/9/12	4,397.99	4,669.06	(271.07)	ST
160 0000	AGILENT TECHNOLOGIES INC	4/24/12	11/30/12	6,100.90	6,368.62	(267.72)	ST
240 0000	AEROPOSTALE INC	6/4/12	11/30/12	3,271.61	4,306.94	(1,035.33)	ST
70 0000	FEDEX CORP DELAWARE COM	4/13/12	11/30/12	6,257.59	6,220.45	37.14	ST
	<b>SHORT TERM TOTALS</b>			<b>216,303.74</b>	<b>198,049.11</b>	<b>18,254.63</b>	

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
EAST LAKE FOUNDATION, INC. 2606 ALSTON DRIVE ATLANTA, GA 30317	COMMON OFFICERS	PUBLIC CHARITY	CHARITY	110,000.
IMPACT ASSETS INC. OPERATIONS CENTER 7315 WISCONSIN AVE, SUITE 1000W BETHESDA, MD 20814	NONE	PUBLIC CHARITY	CHARITY	10,000.
MARTIN LUTHER KING JR CENTER FOR NON VIOLENT SOCIAL CHARGE 449 AUBURN AVE NE ATLANTA, GA 30312	NONE	PUBLIC CHARITY	CHARITY	500.
PATH FOUNDATION P.O. BOX 14327 ATLANTA, GA 30324	NONE	PUBLIC CHARITY	CHARITY	5,000.
SAINT PIUS X CATHOLIC CHURCH 2674 JOHNSON RD NE ATLANTA, GA 30345	NONE	PUBLIC CHARITY	CHARITY	20,000.
SOUTH ROME REDEVELOPMENT CORPORATION 119 S BROAD ST SW ROME, GA 30162	NONE	PUBLIC CHARITY	CHARITY	500.
TEACH FOR AMERICA 10 PEACHTREE PLACE, 7TH FLOOR ATLANTA, GA 30309	NONE	PUBLIC CHARITY	CHARITY	10,000.
THE CHEWONKI FOUNDATION 485 CHEWONKI NECK ROAD WISCASSET, ME 04578	NONE	PUBLIC CHARITY	EDUCATION	10,000.
THE WESTMINSTER SCHOOLS 1424 WEST PEACES FERRY ROAD NORTHWEST ATLANTA, GA 30327	NONE	PUBLIC CHARITY	EDUCATION	1,000.
TRULY LIVING WELL CENTER FOR NATURAL URBAN AGRICULTURE 3353 WASHINGTON ROAD EAST POINT, GA 30364	NONE	PUBLIC CHARITY	CHARITY	500.
<b>Total from continuation sheets</b>				<b>185,000.</b>





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

SOURCE	AMOUNT
MERRILL LYNCH INTEREST	866.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	866.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CPI DIVIDENDS	13,906.	0.	13,906.
MERRILL LYNCH DIVIDENDS	70,256.	0.	70,256.
TOTAL TO FM 990-PF, PART I, LN 4	84,162.	0.	84,162.

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	3,180.	0.		3,180.
TO FORM 990-PF, PG 1, LN 16B	3,180.	0.		3,180.

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 MANAGEMENT FEES	10,617.	10,617.		0.
TO FORM 990-PF, PG 1, LN 16C	10,617.	10,617.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	10.	0.		10.
TO FORM 990-PF, PG 1, LN 18	10.	0.		10.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	58.	58.		0.
TO FORM 990-PF, PG 1, LN 23	58.	58.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COUSINS PROPERTIES, INC.	3,791,588.	930,992.
MARKET VALUE ADJUSTMENT	<2,860,596.>	0.
ARCHSTONE EQUITY STRATEGIES FUND	1,161,000.	1,270,187.
ARCHSTONE MARKET VALUE ADJUSTMENT	109,187.	0.
ML DIV INCOME	761,049.	821,132.
ML EEAM INVESTMENTS	602,641.	661,191.
SNOW CAPITAL OPPORTUNITY FUND	402,275.	490,413.
ML DIV INCOME MARKET VALUE ADJUSTMENT	60,084.	0.
ML EEAM MARKET VALUE ADJUSTMENT	58,549.	0.
PIMCO	738,481.	750,974.
PIMCO MARKET VALUE ADJUSTMENT	12,493.	0.
SNOW CAPITAL MARKET VALUE ADJUSTMENT	88,138.	0.
TAP FUND	300,000.	297,635.
EATON VANCE EMERGING MARKETS FUND	153,377.	162,239.
EATON VANCE EMERGING MARKETS FUND MARKET VALUE ADJUSTMENT	8,862.	0.
TAP FUND EQUITY ADJUSTMENT	<2,365.>	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,384,763.	5,384,763.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

LILLIAN C. GIORNELLI  
GREGORY J. GIORNELLI

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990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT	9
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NAME OF AFFILIATED OR RELATED ORGANIZATION

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EAST LAKE HOLDINGS, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

---

COMMON OFFICERS

NAME OF AFFILIATED OR RELATED ORGANIZATION

---

EAST LAKE SHOPPING CENTER, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

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COMMON OFFICERS

• If you are filing for an **Additional (Not-Automatic) 3-Month Extension**, complete only **Part II** and check this box

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions <b>THE NONAMI FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>20-8083384</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>3445 PEACHTREE ROAD, SUITE 175</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>ATLANTA, GA 30326</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**LAURA WHITAKER**

• The books are in the care of  **3445 PEACHTREE RD, STE 175 - ATLANTA, GA 30326**  
 Telephone No  **404-233-4339** 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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**  
 5 For calendar year **2012**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_  
 6 If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  
 Change in accounting period  
 7 State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN**

<b>8a</b> 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.	<b>8a</b>	\$	<b>0.</b>
<b>b</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 and any amount paid previously with Form 8868	<b>8b</b>	\$	<b>7,103.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title  Date