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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation
JOHN H. & WILHELMINA D. HARLAND
CHARITABLE FOUNDATION

A Employer identification number
23-7225012

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2 PIEDMONT CENTER, STE. 710

B Telephone number
404-264-9912

City or town, state, and ZIP code
ATLANTA, GA 30305

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: [X] 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)* ▶$ 26,654,275.

J Accounting method: ☐ Cash [X] 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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	478,513.	478,512.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	998,432.			
	b Gross sales price for all assets on line 6a 10,736,549.				
	7 Capital gain net income (from Part IV, line 2)		998,300.		
	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	27,058.	27,263.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,504,003.	1,504,075.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	108,498.	10,850.		97,648.
	14 Other employee salaries and wages	59,564.	8,935.		50,629.
	15 Pension plans, employee benefits	59,776.	7,037.		52,739.
	16a Legal fees				
	b Accounting fees STMT 3	15,375.	8,353.		7,022.
	c Other professional fees STMT 4	201,672.	188,868.		12,805.
	17 Interest				
	18 Taxes STMT 5	37,190.	0.		0.
	19 Depreciation and depletion	6,554.	0.		
	20 Occupancy	37,578.	0.		37,578.
	21 Travel, conferences, and meetings	9,876.	0.		9,876.
	22 Printing and publications				
	23 Other expenses STMT 6	23,676.	202.		23,474.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	559,759.	224,245.		291,771.
	25 Contributions, gifts, grants paid	1,590,000.			1,432,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,149,759.	224,245.		1,724,271.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<645,756.>			
	b **Net investment income** (if negative, enter -0-)		1,279,830.		
	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	189,937.	225,840.	225,840.
	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 9	18,148,517.	20,933,501.	20,933,501.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	7,721,349.	5,464,382.	5,464,382.
	14	Land, buildings, and equipment: basis ▶ 69,832.			
		Less accumulated depreciation ▶ 50,699.	24,285.	19,133.	19,133.
	15	Other assets (describe ▶ PREPAID EXCISE TAX)	8,637.	11,419.	11,419.
	16	**Total assets** (to be completed by all filers)	26,092,725.	26,654,275.	26,654,275.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	50,000.	207,500.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 11)	25,126.	46,798.	
	23	**Total liabilities** (add lines 17 through 22)	75,126.	254,298.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	26,017,599.	26,399,977.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	26,017,599.	26,399,977.	
	31	**Total liabilities and net assets/fund balances**	26,092,725.	26,654,275.	

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	26,017,599.
2	Enter amount from Part I, line 27a	2	<645,756.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,082,511.
4	Add lines 1, 2, and 3	4	26,454,354.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	54,377.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,399,977.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,736,549.		9,738,117.	998,432.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				998,432.

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** 998,432.

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 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	747,014.	26,605,997.	.028077
2010	1,174,863.	25,903,668.	.045355
2009	1,045,656.	23,587,751.	.044330
2008	1,805,873.	29,740,109.	.060722
2007	1,865,793.	34,378,195.	.054273

2	**Total** of line 1, column (d)	2	.232757
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	.046551
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,300,373.
5	Multiply line 4 by line 3	5	1,224,309.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,798.
7	Add lines 5 and 6	7	1,237,107.
8	Enter qualifying distributions from Part XII, line 4	8	1,725,673.

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	12,798.
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	12,798.
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	12,798.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	24,159.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	12,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	36,159.
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	23,361.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 23,361. **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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.HARLANDFOUNDATION.ORG

14 The books are in care of ▶ JANE HARDESTY, EXECUTIVE DIRECTOR Telephone no. ▶ 404-264-9912

Located at ▶ 2 PIEDMONT CENTER, STE. 710, 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 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		X
	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 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? ☐ 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 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.)* 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 2012?	4b		X

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

		Yes	No
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)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
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 12		108,498.	18,918.	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
GAIL G. BYERS - 2 PIEDMONT CENTER, STE. 710, ATLANTA, GA 30305	40.00	56,138.	16,574.	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
BALENTINE, LLC - 3344 PEACHTREE ROAD, STE. 2200, ATLANTA, GA 30326	INVESTMENT MANAGEMENT	149,916.

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)

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	26,508,332.
b	Average of monthly cash balances	1b	192,554.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	26,700,886.
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	26,700,886.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	400,513.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,300,373.
6	**Minimum investment return.** Enter 5% of line 5	6	1,315,019.

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	1,315,019.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 12,798.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	12,798.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,302,221.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,302,221.
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	1,302,221.

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	1,724,271.
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	1,402.
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	1,725,673.
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	12,798.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,712,875.

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				1,302,221.
2 Undistributed income, if any as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 151,333.				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	151,333.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 1,725,673.				
a Applied to 2011, 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 2012 distributable amount				1,302,221.
e Remaining amount distributed out of corpus	423,452.			
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	574,785.			
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				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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	574,785.			
10 Analysis of line 9:				
a Excess from 2008 151,333.				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 423,452.				

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(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).)

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

JANE HARDESTY, EXECUTIVE DIRECTOR, 404-264-9912
2 PIEDMONT CENTER, STE. 710, ATLANTA, GA 30305

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

SEE WWW.HARLANDFOUNDATION.ORG

c Any submission deadlines:

SEE WWW.HARLANDFOUNDATION.ORG

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

SEE WWW.HARLANDFOUNDATION.ORG

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				
GRANTS PAID (990-PF STMT 14)	NONE	PUBLIC CHARITIES	SUPPORT RECIPIENT ORGANIZATION'S CHARITABLE ACTIVITIES	1,432,500.
Total			▶ 3a	1,432,500.
b Approved for future payment				
GRANTS APPROVED FOR FUTURE PAYMENT (990-PF STMT 15)	NONE	PUBLIC CHARITIES	SUPPORT RECIPIENT ORGANIZATION'S CHARITABLE ACTIVITIES	207,500.
Total			▶ 3b	207,500.

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	900099	1.	14	478,512.	
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	900099	<205.>	14	27,263.	
8 Gain or (loss) from sales of assets other than inventory	900099	132.	18	998,300.	
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)		<72.>		1,504,075.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,504,003.

(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).

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

Margaret C. Relien | 11/4/2013 | President

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
GREGORY W. HAYES		10-30-13		P00054246
Firm's name ▶ MOORE STEPHENS TILLER LLC			Firm's EIN ▶ 58-0673524	
Firm's address ▶ 1960 SATELLITE BOULEVARD, STE 3600 DULUTH, GA 30097			Phone no. 770-995-8800	

Form **990-PF** (2012)

223622 12-05-12

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	PUBLICALLY TRADED SECURITIES		VARIOUS	VARIOUS
b	CPA REVIEW BASIS ADJUSTMENTS		VARIOUS	VARIOUS
c	TAX BASIS ADJUSTMENT ON K-1 INVTM'T SHARE SALES	P	VARIOUS	VARIOUS
d	PASS-THRU K-1 GAINS/(LOSSES)	P	VARIOUS	VARIOUS
e	PASS-THRU K-1 UBTI GAINS/(LOSSES)	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	10,700,116.		9,701,825.	998,291.
b			30,433.	<30,433.>
c	19,585.			19,585.
d			5,859.	<5,859.>
e	132.			132.
f	16,716.			16,716.
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				998,291.
b				<30,433.>
c				19,585.
d				<5,859.>
e				132.
f				16,716.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	998,432.
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

223591
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT PORTFOLIO	481,907.	16,716.	465,191.
PASS-THRU K-1 INTEREST & DIVIDENDS	13,321.	0.	13,321.
PASS-THRU K-1 UBTI INTEREST & DIVIDENDS	1.	0.	1.
TOTAL TO FM 990-PF, PART I, LN 4	495,229.	16,716.	478,513.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT PORTFOLIO	<139.>	<139.>	
PASS-THRU K-1 OTHER INVESTMENT INCOME	27,402.	27,402.	
PASS-THRU K-1 UBTI OTHER INVESTMENT INCOME	<205.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	27,058.	27,263.	

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	12,712.	6,356.		6,356.
ACCOUNTING OTHER	2,663.	1,997.		666.
TO FORM 990-PF, PG 1, LN 16B	15,375.	8,353.		7,022.

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	188,549.	188,549.		0.
PROGRAM CONSULTANT/GRANT REVIEW	11,000.	0.		11,000.
OTHER - RETIREMENT PLAN	1,010.	152.		859.
OTHER - IT SERVICES	1,113.	167.		946.
TO FORM 990-PF, PG 1, LN 16C	201,672.	188,868.		12,805.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	12,740.	0.		0.
DEFERRED EXCISE TAXES	21,672.	0.		0.
UNRELATED BUSIUNESS INCOME TAX	2,778.	0.		0.
TO FORM 990-PF, PG 1, LN 18	37,190.	0.		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
OFFICE EXPENSE & SUPPLIES	1,510.	0.		1,510.
TECHNOLOGY/COMPUTERS	280.	0.		280.
INSURANCE	1,447.	0.		1,447.
MISCELLANEOUS	486.	0.		486.
EQUIPMENT MAINTENANCE/REPAIRS/RENTS	11,258.	0.		11,258.
ORGANIZATIONAL DUES/MEMBERSHIPS	6,945.	0.		6,945.
PAYROLL PROCESSING	1,750.	202.		1,548.
TO FORM 990-PF, PG 1, LN 23	23,676.	202.		23,474.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED INVESTMENT PORTFOLIO APPRECIATION	1,082,511.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,082,511.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED K-1 INVESTMENT PORTFOLIO DEPRECIATION FOR REALIZED INCOME	34,792.
TAX BASIS ADJUSTMENTS ON K-1 INVESTMENT SHARE SALES	19,585.
TOTAL TO FORM 990-PF, PART III, LINE 5	54,377.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK & MUTUAL FUNDS	20,933,501.	20,933,501.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,933,501.	20,933,501.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP & ALTERNATIVE INVESTMENTS	FMV	5,464,382.	5,464,382.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,464,382.	5,464,382.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAXES	25,126.	46,798.
TOTAL TO FORM 990-PF, PART II, LINE 22	25,126.	46,798.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARGARET C. REISER 2 PIEDMONT CENTER, STE. 710 ATLANTA, GA 30305	PRESIDENT 1.00	0.	0.	0.
JANE G. HARDESTY 2 PIEDMONT CENTER, STE. 710 ATLANTA, GA 30305	EXECUTIVE DIRECTOR 40.00	108,498.	18,918.	0.
WINIFRED S. DAVIS 2 PIEDMONT CENTER, STE. 710 ATLANTA, GA 30305	VICE PRESIDENT/TREASURER 1.00	0.	0.	0.
ROBERT E. REISER, JR. 2 PIEDMONT CENTER, STE. 710 ATLANTA, GA 30305	SECRETARY 1.00	0.	0.	0.
KATHLEEN B. PATILLO 2 PIEDMONT CENTER, STE. 710 ATLANTA, GA 30305	TRUSTEE 1.00	0.	0.	0.
JOSEPH E. PATRICK, JR. 2 PIEDMONT CENTER, STE. 710 ATLANTA, GA 30305	TRUSTEE 1.00	0.	0.	0.
SAM PETTWAY 2 PIEDMONT CENTER, STE. 710 ATLANTA, GA 30305	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		108,498.	18,918.	0.

GRANTS PAID YEAR TO DATE

as of December 31, 2012

CHILDREN AND YOUTH

Agape Community Center *After School and Summer Enrichment Programs (1st of 2)*	$ 15,000
Atlanta Music Project *Programming at the Gilbert House and South Bend sites*	25,000
Child Development Association *Guardrails and dumpster pads*	20,000
Computers for Youth Foundation *Digital Learning Program*	20,000
Create Your Dreams *After School and Extra Hours Programs (1st of 2)*	10,000
East Lake Foundation *After School Program at Drew Charter School (1st of 2)*	20,000
Frazer Center *Capital initiatives for the Child Development Program*	25,000
International Community School *Reading Recovery Program*	20,000
Joseph Sams School *Shade structures on the playground*	20,000
Junior Achievement of Georgia JAMS and Fellows Programs	20,000
KIPP:Metro Atlanta *Teacher Fellows Program*	30,000
Lekotek of Georgia *iPad Loan Program*	25,000
Odyssey *Current Operations (1st of 2)*	15,000

Our House *Current Operations*	20,000
Premier Academy *To help claim challenge grant*	25,000
Project Healthy Grandparents *Early Childhood Intervention Program*	25,000
Quality Care for Children *Emergency Child Care Program (1st of 2)*	15,000
Sheltering Arms *Current Operations (1st of 2)*	20,000
Truancy Intervention Project *Early Intervention Program*	15,000
YMCA of Metropolitan Atlanta *Start for Life expansion*	25,000
Total	$410,000

COMMUNITY SERVICES

Atlanta Center for Self-Sufficiency *CareerWorks Satellite Expansion Strategy*	$ 25,000
Atlanta Community Food Bank *Mobile Food Pantry Program (1st of 2)*	25,000
Atlanta Legal Aid Society *Health Law Partnership*	30,000
Atlanta Mission *Child Development Center at My Sister's House Shelter*	20,000
Care and Counseling Center of Georgia *Project Butterfly*	20,000
Clifton Sanctuary Ministries *Health and Wellness Case Management Initiative*	30,000
Friends of Disabled Adults and Children *Home Medical Equipment Program*	20,000
Georgia Center for Nonprofits *Towards closing out the capital campaign*	10,000

Georgia Justice Project *Support Volunteer Engagement to Build Capacity (1st of 2)*	$ 25,000
Jewish Family & Career Services *Ben Massell Dental Clinic*	25,000
Prevent Blindness Georgia *Vision Screening Program for three year-olds*	10,000
Refugee Family Services *Early Learning & Youth Programs (1st of 2)*	12,500
Saint Joseph's Mercy Care Services *Recuperative Care Homeless Program*	25,000
Women's Resource Center *Current Operations*	20,000
Total	$ 297,500

ARTS AND CULTURE

Alliance Theatre *Development of new website*	$ 100,000
Atlanta Botanical Garden *Phase II of the New Seasons Capital and Endowment campaign*	50,000
Horizon Theatre *Current Operations*	25,000
Theatrical Outfit *Holiday Show (1st of 3) $25,000 in 2013 and $25,000 in 2014*	50,000
Total	$ 225,000

NON-FOCUS

Oglethorpe University *To construct a new Butler style addition for The Conant Performing Arts Center ($375,000) and to create The Conant Theatre Enhancement Fund to be utilized over five years ($125,000)*	$ 500,000
Total	$ 500,000
Grand Total	$ 1,432,500

990-PF STATEMENT 14

HARLAND FOUNDATION COMMITMENTS FOR 2013 and 2014
as of 12/31/12

	2013	2014
CHILDREN AND YOUTH		
Agape Community Center *After School & Summer Enrichment program* *(2nd of 2)*	$ 15,000	
Create Your Dreams *After School & Extra Hours programs* *(2nd of 2)*	10,000	
East Lake Foundation *After School Program at Drew Charter School* *(2nd of 2)*	20,000	
Odyssey *Current Operations* *(2nd of 2)*	15,000	
Quality Care for Children *Emergency Child Care Program* (2nd of 2)	15,000	
Sheltering Arms *Current Operations* *(2nd of 2)*	20,000	
TOTAL	**$ 95,000**	
COMMUNITY		
Atlanta Community Food Bank *Mobile Food Pantry Program* *(2nd of 2)*	$ 25,000	
Georgia Justice Project *To support Volunteer Engagement to Build Capacity* *(2nd of 2)*	25,000	
Refugee Family Services *Early Learning & Youth Programs* *(2nd of 2)*	12,500	
TOTAL	**$ 62,500**	

990-PF STATEMENT 14

		2013	2014
ARTS AND CULTURE			
Theatrical Outfit *Holiday Show*		25,000	25,000
TOTAL		$ **25,000**	$ **25,000**
GRAND TOTAL		**$ 182,500**	**$ 25,000**

[redacted]

990-PF PART II, LINES 10 & 13 DETAIL

Portfolio Holdings

Quantity	Description	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-day Yield
Cash, Money Funds, and Bank Deposits 100.00% of Portfolio						
Money Market						
664,103.780	FEDERATED US TREASURY SERVICE	1,221,144.26	664,103.78	0.00	25.59	0.01%
Total Money Market		$1,221,144.26	$664,103.78	$0.00	$25.59	
Total Cash, Money Funds, and Bank Deposits		$1,221,144.26	$664,103.78	$0.00	$25.59	

Description	Market Value	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	$664,103.78	$0.00	$25.59

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 1.00% of Portfolio									
Cash Balance				0 00	2,749 32				
Money Market									
DREYFUS CASH MNGT ADMIN SH									
161,612.640	12/01/12	0000000482	12/31/12	103,323.76	161,612 64	0 00	9.60	0 00%	0 00%
Total Money Market				**$103,323.76**	**$161,612.64**	**$0.00**	**$9.60**		
Total Cash, Money Funds, and Bank Deposits				**$103,323.76**	**$164,361.96**	**$0.00**	**$9.60**		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 36.00% of Portfolio								
Mutual Funds								
PIMCO TOTAL RETURN FUND INSTITUTIONAL			**Security Identifier:** PTTRX					
CLASS								
CUSIP. 693390700								
Open End Fund								
Dividend Option: Cash, Capital Gains Option: Cash								
4,450.384	06/04/10*	11.1510	349,626 42	11 2400	50,022 32	395 90	1,621 39	3 24%
6,811.722	01/04/11*	10 8640	74,000 30	11 2400	76,563.75	2,563 45	2,481 68	3 24%
20,983 589	Reinvestments to Date*	10.8160	226,949 79	11.2400	235,855.54	8,905 75	7,644 84	3 24%
32,245.695	**Total Noncovered**		**350,576.51**		**362,441.61**	**11,865.10**	**11,747.91**	
32,245.695	**Total**		**$350,576.51**		**$362,441.61**	**$11,865.10**	**$11,747.91**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
SCHRODER QEP GLOBAL QUALITY FUND			**Security Identifier:** SQQIX					
INSTITUTIONAL CLASS								
CUSIP: 808089403								
Open End Fund								
Dividend Option: Cash, Capital Gains Option: Cash								
122,100.000	11/09/10*	10.0000	1,221,025.00	10.9800	1,340,658 00	119,633.00	11,282.04	0 84%
36,649.270	01/14/11*	10.3840	380,554.36	10.9800	402,408 98	21,854 62	3,386 39	0 84%
42,472.050	08/02/11*	10 4870	445,419.69	10.9800	466,343.10	20,923.41	3,924 42	0 84%
274.870	Reinvestments to Date*	10.2170	2,808.30	10.9800	3,018.08	209.78	25.40	0.84%
201,496.190	**Total Noncovered**		**2,049,807.35**		**2,212,420.16**	**162,620.81**	**18,618.25**	
2,090.480	02/22/12	10.5410	22,035 78	10 9800	22,953.48	917 70	193 15	0 84%
			364 day(s) added to your holding period as a result of a wash sale.					
2,090.480	**Total Covered**		**22,035.78**		**22,953.48**	**917.70**	**193.15**	
203,586.670	**Total**		**$2,071,843.13**		**$2,235,381.64**	**$163,538.51**	**$18,811.40**	
TCW EMERGING MARKETS			**Security Identifier:** TGEIX					
INCOME FD CL I								
CUSIP: 87234N765								
Open End Fund								
Dividend Option: Cash; Capital Gains Option: Cash								
6,261.951	08/16/10*	8.5540	53,564 68	9.3200	58,361.39	4,796 71	3,210.67	5 50%
14,346.980	09/27/10*	8.7120	124,987.20	9.3200	133,713.85	8,726.65	7,356.08	5 50%
35.150	11/09/10*	8 9420	314 32	9 3200	327.60	13.28	18.02	5 50%
18,407.292	02/08/11*	8.6410	159,064 00	9.3200	171,555 96	12,491.96	9,437 91	5 50%
68,204.514	03/23/11*	8.7000	593,404.27	9 3200	635,666 07	42,261 80	34,970.29	5 50%
5,573.372	Reinvestments to Date*	8.7630	48,837 87	9.3200	51,943.83	3,105 96	2,857.62	5.50%
112,829.259	**Total Noncovered**		**980,172.34**		**1,051,568.70**	**71,396.36**	**57,850.59**	
12,629.471	08/13/10*	N/A	Please Provide	9 3200	117,706 66	N/A	6,475 48	5 50%
12,629.471	**Total Unallocated**		**N/A**		**117,706.66**	**N/A**	**6,475.48**	
125,458.730	**Total**		**N/A**		**$1,169,275.36**	**N/A**	**$64,326.07**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
TEMPLETON GLOBAL BOND FUND ADVISOR CLASS CUSIP. 880208400 Open End Fund Dividend Option Cash, Capital Gains Option: Cash			**Security Identifier:** TGBAX					
12,976.306	08/23/11*	13.7100	177,905.16	13.3400	173,103 92	-4,801 24	7,692.35	4 44%
VANGUARD INFLATION PROTECTED FUND ADMIRAL SHARES CUSIP 922031737 Open End Fund Dividend Option Cash; Capital Gains Option. Cash			**Security Identifier:** VAIPX					
6,054 037	08/16/10*	25 8120	156,264 39	28 5400	172,782 21	16,517 82	4,522 36	2 61%
517 031	Reinvestments to Date*	25 2400	13,049 87	28 5400	14,756 07	1,706.20	386 22	2.61%
6,571.068	**Total Noncovered**		**169,314.26**		**187,538.28**	**18,224.02**	**4,908.58**	
6,571.068	**Total**		**$169,314.26**		**$187,538.28**	**$18,224.02**	**$4,908.58**	
VANGUARD INTERMEDIATE TERM CORP BOND FUND ADMIRAL SHARES CUSIP 922031810 Open End Fund Dividend Option. Cash; Capital Gains Option Cash			**Security Identifier:** VFIDX					
18,166.201	02/22/12	10 1610	184,588 60	10 3200	187,475 20	2,886 60	6,899.80	3 68%
285 600	Reinvestments to Date	10 1280	2,892 50	10 3200	2,947 39	54 89	108 48	3 68%
18,451.801	**Total Covered**		**187,481.10**		**190,422.59**	**2,941.49**	**7,008.28**	
18,451.801	**Total**		**$187,481.10**		**$190,422.59**	**$2,941.49**	**$7,008.28**	
Total Mutual Funds			**$3,937,292.50**		**$4,318,163.40**	**$263,164.24**	**$114,494.59**	
Total Mutual Funds			**$3,937,292.50**		**$4,318,163.40**	**$263,164.24**	**$114,494.59**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 63.00% of Portfolio								
Exchange-Traded Products								
ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP 464287234 Dividend Option. Cash, Capital Gains Option Cash			**Security Identifier:** EEM					
23,580 000	03/06/12	42 3080	997,628 76	44 3500	1,045,773 00	48,144 24	17,565 16	1.67%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
ISHARES TR RUSSELL 1000 VALUE INDEX FD			**Security Identifier:** IWD					
CUSIP: 464287598								
Dividend Option Cash, Capital Gains Option: Cash								
27,291.000	11/12/12	70.2180	1,916,310 19	72.8200	1,987,330.62	71,020.43	45,733.05	2.30%
ISHARES TR RUSSELL 1000 GROWTH INDEX FD			**Security Identifier:** IWF					
CUSIP: 464287614								
Dividend Option: Cash, Capital Gains Option. Cash								
6,119.000	08/16/10*	47 9470	293,387.25	65.4900	400,733.31	107,346 06	6,631.31	1.65%
3,541 000	09/27/10*	51 4980	182,354 93	65.4900	231,900 09	49,545 16	3,837.47	1.65%
4,939.000	11/09/10*	55.2870	273,060 59	65.4900	323,455.11	50,394.52	5,352.52	1.65%
5,256.000	11/22/11*	55.7600	293,073 48	65.4900	344,215 44	51,141 96	5,696.05	1.65%
19,855.000	**Total Noncovered**		**1,041,876.25**		**1,300,303.95**	**258,427.70**	**21,517.35**	
19,855.000	**Total**		**$1,041,876.25**		**$1,300,303.95**	**$258,427.70**	**$21,517.35**	
SPDR SER TR DOW JONES REIT ETF			**Security Identifier:** RWR					
CUSIP: 78464A607								
Dividend Option: Cash, Capital Gains Option: Cash								
12,019.000	02/08/12	70 0070	841,409.21	72 9700	877,026.43	35,617.22	26,782.26	3.05%
3,953 000	02/22/12	67 6080	267,254 91	72.9700	288,450 41	21,195 50	8,808.57	3.05%
15,972.000	**Total Covered**		**1,108,664.12**		**1,165,476.84**	**56,812.72**	**35,590.83**	
15,972.000	**Total**		**$1,108,664.12**		**$1,165,476.84**	**$56,812.72**	**$35,590.83**	
VANGUARD INTL EQUITY INDEX FDS MSCI			**Security Identifier:** VGK					
EUROPE ETF								
CUSIP: 922042874								
Dividend Option: Cash; Capital Gains Option. Cash								
24,220.000	09/11/12	46.8780	1,135,391 60	48 8400	1,182,904 80	47,513.20	35,579 18	3.00%
20,468.000	12/18/12	48.8820	1,000,511.62	48 8400	999,657.12	-854 50	30,067.49	3.00%

[redacted]

990-PF PART II, LINES 10 & 13 DETAIL

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
VANGUARD INTL EQUITY INDEX FDS MSCI *(continued)*								
44,688.000	Total Covered		2,135,903.22		2,182,561.92	46,658.70	65,646.67	
44,688.000	Total		$2,135,903.22		$2,182,561.92	$46,658.70	$65,646.67	
Total Exchange-Traded Products			$7,200,382.54		$7,681,446.33	$481,063.79	$186,053.06	
Total Exchange-Traded Products			$7,200,382.54		$7,681,446.33	$481,063.79	$186,053.06	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	$11,302,037.00	$12,163,971.69	$744,228.03	$0.00	$300,557.25

990-PF PART II, LINES 10 & 13 DETAIL

Need help reading this statement?
Visit www.schwab.com/CompactStatement for more information.

Account Of

12/31-67033-DCCA1401 '1-2-3
J AND W HARLAND CHARITABLE
FOUNDATION INC
3565 PIEDMONT RD
TWO PIEDMONT CTR STE 710
ATLANTA GA 30305

Investment Detail

Description	*Symbol*	*Quantity*	*Price*	*Market Value*
Cash, Money Market Fund (Sweep)				
CASH				1,665.68
SCHWAB GOVT MONEY FUND	SWGXX	145,931.6100	1.0000	145,931.61

Please see "Endnotes For Your Account" section for an explanation of the endnote codes and symbols on this statement.

Schwab Institutional is a division of Charles Schwab & Co , Inc , ("Schwab"), and provides back office and other services to investment advisors and retirement plan providers This statement is furnished solely for your account at Schwab *Except as noted in this statement's Terms and Conditions, investment advisors or retirement plan providers whose names appear in this statement are not affiliated with Schwab. Please see Terms and Conditions

Investment Detail (continued)

Description	Symbol	Quantity	Price	Market Value
Investments				
AMERICAN EXPRESS COMPANY	AXP	2,810.0000	57.4800	161,518.80
BARD C R INCORPORATED	BCR	1,705.0000	97.7400	166,646.70
BARRICK GOLD CORP F	ABX	5,265.0000	35.0100	184,327.65
BAXTER INTERNATIONAL INC	BAX	2,390.0000	66.6600	159,317.40
BECTON DICKINSON & CO	BDX	1,525.0000	78.1900	119,239.75
C V S CAREMARK CORP	CVS	1,875.0000	48 3500	90,656.25
CHEVRON CORPORATION	CVX	825.0000	108.1400	89,215.50
CHUBB CORPORATION	CB	1,915.0000	75.3200	144,237.80
CISCO SYSTEMS INC	CSCO	7,495.0000	19.6494	147,272.25
CONOCOPHILLIPS	COP	2,820.0000	57 9900	163,531.80
DELL INC	DELL	7,330.0000	10.1400	74,326.20
DEVON ENERGY CP NEW	DVN	2,825.0000	52 0400	147,013.00
DR PEPPER SNAPPLE GROUP	DPS	3,860.0000	44.1800	170,534.80
EBAY INC	EBAY	1,730.0000	50.9977	88,226.02
EXELON CORPORATION	EXC	6,985.0000	29.7400	207,733.90
EXXON MOBIL CORPORATION	XOM	2,275.0000	86 5500	196,901.25
GLAXOSMITHKLINE PLC ADRF SPONSORED ADR 1 ADR REP 2 ORD	GSK	2,760.0000	43.4700	119,977.20
GOOGLE INC CLASS A	GOOG	204.0000	707.3800	144,305.52
JOHNSON & JOHNSON	JNJ	2,685.0000	70.1000	188,218.50
MEDTRONIC INC	MDT	4,900.0000	41.0200	200,998.00
MICROSOFT CORP	MSFT	7,690.0000	26.7097	205,397.59
MOLSON COORS BREWING CLB	TAP	6,275 0000	42.7900	268,507.25
NEWMONT MINING CORP	NEM	2,240.0000	46.4400	104,025.60
NORTHROP GRUMMAN CORP	NOC	2,580.0000	67.5800	174,356 40
PEPSICO INCORPORATED	PEP	3,625 0000	68.4300	248,058.75
PNC FINL SERVICES GP INC	PNC	3,160.0000	58.3100	184,259.60
PROCTER & GAMBLE	PG	2,450.0000	67.8900	166,330.50
SIGMA ALDRICH CORP	SIAL	1,295.0000	73.5800	95,286.10
SUNTRUST BANKS INC	STI	2,860.0000	28.3500	81,081.00
TARGET CORPORATION	TGT	3,495 0000	59.1700	206,799.15
THE CHARLES SCHWAB CORP	SCHW	13,750.0000	14.3600	197,450.00
TORCHMARK CORPORATION	TMK	1,715.0000	51.6700	88,614.05
TRAVELERS COMPANIES INC	TRV	1,615.0000	71.8200	115,989.30
U S BANCORP DEL NEW	USB	4,165.0000	31.9400	133,030.10
UNILEVER N V NY SHS NEWF N Y REGISTRY SHARES 1 NEW YORK SH REP 1 ORD	UN	3,800.0000	38.3000	145,540.00
WAL-MART STORES INC	WMT	3,530 0000	68.2300	240,851.90

Please see "Endnotes For Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail (continued)

Description	*Symbol*	*Quantity*	*Price*	*Market Value*
Investments (continued)				
WELLS FARGO & CO NEW	WFC	4,450.0000	34.1800	152,101.00
	Total Account Value			**5,919,473.87**

Please see "Endnotes For Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail

J & W Harland Charitable Foundation

As of December 31, 2012

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
Inflation Hedges							
349,750.1100 WILMINGTON REAL ESTATE MANAGERS FUND SELECT LLC CUSIP 99Y496898	$349,750 11 1.0000	99.99	$317,537 43 0 91	$32,212.68	$0.00	$0 00	0.00
TOTAL Inflation Hedges	349,750.11	99.99	317,537.43	32,212.68	0.00	0.00	0.00
Cash & Currency							
22.7300 WILMINGTON TRUST BANK DEPOSIT SWEEP CUSIP 822200002 TKR 822200000	22.73 1 0000	0 01	22 73 1 00	0.00	0.01	0.07	0.31
TOTAL Cash & Currency	22.73	0.01	22.73	0.00	0.01	0.07	0.31
GRAND TOTAL(S)	**349,772.84**	**100.00**	**317,560.16**	**32,212.68**	**0.01**	**0.07**	**0.00**

ACCRUED INCOME	0.01
MARKET VALUE WITH ACCRUED INCOME	349,772.85

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990PF
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
JOHN H. & WILHELMINA D. HARLAND CHARITABLE FOUNDATION	FORM 990-PF PAGE 1	23-7225012

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	6,537.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts check here ▶ ☐		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property		1,402.	10.0	SL	100FM	17.
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.	22	6,554.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

216251 12-28-12 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2012)

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

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

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	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions JOHN H. & WILHELMINA D. HARLAND CHARITABLE FOUNDATION	Employer identification number (EIN) or 23-7225012
	Number, street, and room or suite no. If a P O box, see instructions. 2 PIEDMONT CENTER, STE. 710	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. ATLANTA, GA 30305	

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.

- The books are in the care of ▶ JANE HARDESTY, EXECUTIVE DIRECTOR 2 PIEDMONT CENTER, STE. 710 - ATLANTA, GA 30305

  Telephone No ▶ 404-264-9912 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
THE TAXPAYER IS STILL WAITING FOR INFORMATION THAT IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN

8a	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	8a	$ 0.
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	8b	$ 22,659.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

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 ▶ CPA Date ▶ 8/12/13

223842
01-21-13

15070807 133675 L41580 2012.04010 JOHN H. & WILHELMINA D. HAR L41580_1

Form **8868** (Rev January 2013) 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. JOHN H. & WILHELMINA D. HARLAND CHARITABLE FOUNDATION	Employer identification number (EIN) or 23-7225012
	Number, street, and room or suite no If a P.O. box, see instructions. 2 PIEDMONT CENTER, STE. 710	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ATLANTA, GA 30305	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
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

- The books are in the care of ▶ JANE HARDESTY, EXECUTIVE DIRECTOR 2 PIEDMONT CENTER, STE. 710 - ATLANTA, GA 30305

Telephone No.▶ 404-264-9912 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 AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______ , and ending ______

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	$ 0.
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	$ 22,659.
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	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841 01-21-13

15000513 133675 T41580 2012 03050 JOHN H & WILHELMINA D HAR T41580 1