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

OMB No. 1545-0052

**2012**

Open to public inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, and ending

971-010

NOV 28 2016 NO STATUTE ISSUE 0436545124

SCANNED NOV 29 2016

Name of foundation <b>THE RAY C. ANDERSON FOUNDATION, INC.</b>		A Employer identification number <b>58-1867303</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1180 W. PEACHTREE STREET, NW</b>		B Telephone number <b>(404) 477-1462</b>
City or town, state, and ZIP code <b>ATLANTA, GA 30309</b>		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II col (c) line 16) <b>\$ 36,565,450.</b> (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 <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	31,665,489.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	165,936.	165,936.		STATEMENT 1
4	Dividends and interest from securities	307,577.	307,577.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	980,465.			
b	Gross sales price for all assets on line 6a <b>34,220,836.</b>				
7	Capital gain net income (from Part IV line 2)		980,465.		
8	Net short-term capital gain				
9	Income modification				
10a	Gross sales less returns and allowances <b>STATUTE UNIT RECEIVED NOV 23 2016</b>				
b	Less: Cost of goods sold				
c	Gross profit or (loss) <b>NOV 23 2016</b>				
11	Other income				
12	Total. Add lines 1 through 11 <b>TPR BRANCH OGDEN</b>	33,119,467.	1,453,978.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees <b>STMT 3</b>	30,619.	0.		30,619.
b	Accounting fees				
c	Other professional fees <b>STMT 4</b>	46,900.	46,900.		0.
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	21,178.	0.		21,178.
22	Printing and publications				
23	Other expenses <b>STMT 5</b>	159,889.	0.		159,889.
24	Total operating and administrative expenses. Add lines 13 through 23	258,586.	46,900.		211,686.
25	Contributions, gifts, grants paid	620,200.			620,200.
26	Total expenses and disbursements. Add lines 24 and 25	878,786.	46,900.		831,886.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	32,240,681.			
b	Net investment income (if negative enter 0)		1,407,078.		
c	Adjusted net income (if negative enter 0)			N/A	

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*Handwritten signature*

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	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash non interest-bearing					
	2	Savings and temporary cash investments		1,043,952.	3,109,931.	3,109,931.	
	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 STMT 6		0.	134,860.	134,860.	
	b	Investments corporate stock STMT 7		1,911,633.	27,305,093.	27,305,093.	
	c	Investments corporate bonds STMT 8		1,828,878.	6,015,566.	6,015,566.	
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>4,784,463.</b>	<b>36,565,450.</b>	<b>36,565,450.</b>		
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers directors trustees and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶ )					
23	<b>Total liabilities (add lines 17 through 22)</b>		<b>0.</b>	<b>0.</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		4,784,463.	36,565,450.			
30	<b>Total net assets or fund balances</b>		<b>4,784,463.</b>	<b>36,565,450.</b>			
31	<b>Total liabilities and net assets/fund balances</b>		<b>4,784,463.</b>	<b>36,565,450.</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	4,784,463.
2	Enter amount from Part I, line 27a	2	32,240,681.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	37,025,144.
5	Decreases not included in line 2 (itemize) ▶ INVESTMENT PORTFOLIO DEPRECIATION	5	459,694.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>36,565,450.</b>

**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 ML& Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>		P		
<b>b CAPITAL GAINS DIVIDENDS</b>				
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 34,149,290.		33,240,371.	908,919.	
b 71,546.			71,546.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any		
a			908,919.	
b			71,546.	
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 980,465.
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	227,898.	4,202,719.	.054226
2010	197,472.	3,754,397.	.052598
2009	180,679.	3,199,800.	.056466
2008	183,269.	3,300,083.	.055535
2007	166,006.	3,315,354.	.050072

2 Total of line 1, column (d)	2	.268897
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	.053779
4 Enter the net value of noncharitable use assets for 2012 from Part X, line 5	4	15,193,259.
5 Multiply line 4 by line 3	5	817,078.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,071.
7 Add lines 5 and 6	7	831,149.
8 Enter qualifying distributions from Part XII, line 4	8	831,886.

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)

Table with 11 rows for excise tax calculation. Includes sub-sections 1a-11 and a sub-table for credits (6a-6d). Values include 14,071, 0, 26,346, 12,275, and 12,275. Includes handwritten '28,111 00' and '0. Refunded'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, 'Yes', and 'No'. Includes handwritten 'N/A' and 'GA'. Questions cover political campaigns, unrelated business income, and substantial contributors.

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>HTTP://WWW.RAYCANDERSONFOUNDATION.ORG/</u>	X		
14	The books are in care of ▶ <u>JOHN A. LANIER</u> Telephone no ▶ <u>(404) 477-1462</u> Located at ▶ <u>1180 W. PEACHTREE STREET, NW, ATLANTA, GA</u> ZIP+4 ▶ <u>30309</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> N/A			
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 ▶		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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <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) 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? <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) 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)

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
HARRIET A. LANGFORD 1180 W. PEACHTREE ST. NW, STE. 1975 ATLANTA, GA 30309	PRESIDENT 15.00	0.	0.	0.
MARYANNE A. LANIER 1180 W. PEACHTREE ST. NW, STE. 1975 ATLANTA, GA 30309	VICE PRES./SECRETARY 15.00	0.	0.	0.
PATRICIA A. ANDERSON 1180 W. PEACHTREE ST. NW, STE. 1975 ATLANTA, GA 30309	TREASURER 1.00	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.)

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	11,530,332.
b	Average of monthly cash balances	1b	3,894,296.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	15,424,628.
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	15,424,628.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	231,369.
5	Net value of noncharitable use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,193,259.
6	Minimum investment return. Enter 5% of line 5	6	759,663.

**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	759,663.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,071.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,071.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	745,592.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	745,592.
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	745,592.

**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	831,886.
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	0.
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	831,886.
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	14,071.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	817,815.

**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				745,592.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			16,642.	
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 ▶ \$ 831,886.				
a Applied to 2011, but not more than line 2a			16,642.	
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				745,592.
e Remaining amount distributed out of corpus	69,652.			
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	69,652.			
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	69,652.			
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	69,652.			

**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				(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					
3 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

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

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- c Any submission deadlines

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

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE PART XV LINE 3A ATTACHMENT C/O RAY C ANDERSON FOUNDATION, 1180 W PEACHTREE ST NW, STE 1975 ATLANTA, GA 30309	NONE	PUBLIC CHARITIES	TO SUPPORT THE CHARITABLE MISSION OF THE RECIPIENT ORGANIZATION	620,200
<b>Total</b>				<b>620,200</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				<b>0</b>

Part XVI-A Analysis of Income-Producing Activities

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 8 Gain or (loss) from sales of assets other than inventory, 12 Subtotal, 13 Total.

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 (other than by providing funds for such purposes).

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: John A. Lamin Date: 11/15/16 Title: President & Exec. Dir.

**Paid Preparer Use Only**

Print/Type preparer's name: GREGORY W. HAYES Preparer's signature: [Signature] Date: 11-15-16 Check  if self-employed PTIN: 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

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

**2012**

Name of the organization

THE RAY C. ANDERSON FOUNDATION, INC.

Employer identification number

58-1867303

Organization type (check one)

Filers of

Section

Form 990 or 990 EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990 PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule****Note** Only a section 501(c)(7), (8) or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- 
- For an organization filing Form 990, 990 EZ, or 990 PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990 EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990 EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990 EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990 EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990 EZ, or 990 PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990 EZ, or on Part I, line 2 of its Form 990 PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990 EZ, or 990 PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990 PF) (2012)

Name of organization <b>THE RAY C. ANDERSON FOUNDATION, INC.</b>	Employer identification number <b>58-1867303</b>
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF RAY C. ANDERSON 1100 PEACHTREE STREET, STE. 1600 ATLANTA, GA 30309	\$ 31,664,266.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization <b>THE RAY C. ANDERSON FOUNDATION, INC.</b>	Employer identification number <b>58-1867303</b>
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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,249,458 SHARES INTERFACE COMMON STOCK	\$ 31,267,466.	06/30/12
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization <b>THE RAY C. ANDERSON FOUNDATION, INC.</b>	Employer identification number <b>58-1867303</b>
---	---

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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

SOURCE	AMOUNT
BANK & MM FUNDS	165,936.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	165,936.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT PORTFOLIO	379,123.	71,546.	307,577.
TOTAL TO FM 990-PF, PART I, LN 4	379,123.	71,546.	307,577.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	30,619.	0.		30,619.
TO FM 990-PF, PG 1, LN 16A	30,619.	0.		30,619.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	46,900.	46,900.		0.
TO FORM 990-PF, PG 1, LN 16C	46,900.	46,900.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INDEPENDENT CONTRACTORS	63,517.	0.		63,517.
OUTSIDE CONTRACT SERVICES	80,906.	0.		80,906.
REGISTRATION FEES	800.	0.		800.
OFFICE EXPENSE	2,211.	0.		2,211.
PUBLIC RELATIONS	8,287.	0.		8,287.
PROFESSIONAL DEVELOPMENT	3,384.	0.		3,384.
BANKING FEES	158.	0.		158.
TEO MEMBERSHIP DUES	500.	0.		500.
MISC.	126.	0.		126.
TO FORM 990-PF, PG 1, LN 23	159,889.	0.		159,889.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS		X	134,860.	134,860.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			134,860.	134,860.
TOTAL TO FORM 990-PF, PART II, LINE 10A			134,860.	134,860.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
EQUITIES			26,598,003.	26,598,003.
PREFERRED			51,537.	51,537.
MUTUAL FUNDS			655,553.	655,553.
TOTAL TO FORM 990-PF, PART II, LINE 10B			27,305,093.	27,305,093.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	6,015,566.	6,015,566.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,015,566.	6,015,566.

The Ray C Anderson Foundation, INn  
 FORM 990-PF, PART XV, LINE 10 & 13 - GRANTS DETAIL  
 December 31, 2012

RAY C ANDERSON FOUNDATION INC

8 1867103

~~FORM 990-PF, PART XV, LINE 10 & 13 - GRANTS DETAIL~~

~~ATTACHED~~

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CA COISER ANCY 817 W PEACHTREE ST SUITE 80 ATLANTA GA 30308	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	0 000
JUTH FACE EMERCY INST TUTE TAL PINE ST NE ATLANTA GA 30308	01(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	70 000
THE B OCH MICH I INSTITUTE PO BOX 5216 MILWAUKEE WI 53801	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	10 000
TEACHAID P O BOX 1810 STANFORD CA 94305	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	10 000
ARKANSAS STATE UNIVERSITY P O BOX 2253 FAYETTE AR 72702	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	70 000
GEORGIA INSTITUTE OF TECHNOLOGY 7 NORTH AVE NW ATLANTA GA 30332	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	103 700

ATTACHMENT 1

The Ray C Anderson Foundation, INN  
 FORM 990-PF, PART XV, LINE 10 & 13 - GRANTS DETAIL  
 December 31, 2012

RAY C ANDERSON FOUNDATION, INC

58-86103

POLY 5300E, PART XV, GRANTS AND CONTRIBUTIONS, LINE 10 & 13, YEAR

ATTACHMENT 7, COL 7-11

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TRUHY L1 INC WELL P O BOX 70541 FARM POINT GA 30364	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	50,000
AUBURN UNIVERSITY 107 SANDERS HALL AUBURN AL 36849	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	50,000
UNIVERSITY OF SOUTHERN MISSISSIPPI 118 COLLEGE DR HATTIESBURG MS 39406	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	60,000
CAP AIR PLANT INC ATX 117 WICKIE ST ATLANTA GA 30303	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	0,000
ATLANTA COMMUNITY FOUNDATION 737 JOSEPH E. OWENS BLVD NW ATLANTA GA 30318	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000
WASHINGTON STATE GRADUATE SCHOOL 20 7TH AVE S SEATTLE WA 98104	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000

ATTACHMENT 7

The Ray C. Anderson Foundation, INn  
 FORM 990-PF, PART XV, LINE 10 & 13 - GRANTS DETAIL  
 December 31, 2012

RAY C. ANDERSON FOUNDATION, INC

JO 1867303

~~FORM 990-PF, LINE 10 & 13 - GRANTS DETAIL - THIS LINE IS RESERVED FOR THE PREPARER~~

ATTACHMENT 3 (POST IN)

REC'D BY	NAME AND ADDRESS	ORGANIZATION TYPE (SEE INSTRUCTIONS AND FORM 990-PF, PART IV, TABLE OF RECEIPTS)	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	CHATTANOOGI NATURE CENTER 535 W. LUTHER PO BOX 111 CA 95015	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,100
	CHATTANOOGI NATURE CENTER 1 TERRITORY BLVD 400 JOSEPH E. LOWERY BLVD NW ATLANTA GA 30331	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	10,000
	WALTON FOUNDATION 19-1211 WELLS RD A 1 V0147 VA FOREVER BRITISH COLUMBIA CANADA	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	7,000
	EARTH SAVED NOT TURT 30 ALLESTON WAY TERRACE CA 94704	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	10,000
	EARTH POLICY INST TUTP 300 COLUMBIAN AVE WASHINGTON DC 20004	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000
	EARTH UNITE TRUST 35 S. BIRCHMOUNT RD ATLANTA GA 30305	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000

ATTACHMENT 3



The Ray C Anderson Foundation, INn  
 FORM 990-PF, PART XV, LINE 10 & 13 - GRANTS DETAIL  
 December 31, 2012

RAY C ANDERSON FOUNDATION INC

50 1867101

FORM 990-PF, PART XV, LINE 10 & 13 - GRANTS DETAIL FOR THE YEAR

ATTACHMENT 1 (SEE INSTRUCTIONS)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND IDENTIFICATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEORGIA CONSERVATION YOUTH EDUCATION FUND 75 TRILBY AVENUE SW ATLANTA GA 30303	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL, EDUCATION AND CHARITABLE ACTIVITIES	5,000
GLOBAL ECOENTER NETWORK 31 CLAY STREET SUITE 300 OAKLAND CA 94607	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	7,500
GLOBAL GREEN USA 10 MAIN STREET D FLOOR SAN ANTONIO TX 78204	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	500
GREEN CHAMBER OF THE SOUTH PO BOX 541771 ATLANTA GA 30341	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	600
HAD AND CENTER FOR HUMAN AND GLOBAL DEVELOPMENT 10 BARRON STREET COLLEGE HILL BOSTON MA 02115	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	600
NETHER INTERNATIONAL 1 MOULD A LANE LITTLE ROCK AR 72201	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	700

The Ray C Anderson Foundation, INN  
 FORM 990-PF, PART XV, LINE 10 & 13 - GRANTS DETAIL  
 December 31, 2012

RAY C ANDERSON FOUNDATION INC

JE 10/23/12

~~RECIPIENT'S ADDRESS - MAILING ADDRESS - CONTACT PERSON - PHONE NUMBER - FAX NUMBER~~

~~ATTACHED ACCOUNT NO.~~

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HELP ME SEE 70 WEST 36TH STREET SUITE 701 NEW YORK NY 10018	ORGANIC PUBLIC CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	1,000
IDA CASO CALIAWAY FOUNDATION PO BOX 7800 PINE MOUNTAIN GA 31827	ORGANIC PUBLIC CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000
LACRANIG ACADEMY 1501 VERNON RD LACRANIG CA 90240	ORGANIC PUBLIC CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	2,500
LA FAYE COLLEGE 401 HENDON STREET LACRANIG CA 90240	ORGANIC PUBLIC CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000
THE LAND TRUST 7440 E WATER WHEEL ROAD LA JOLLA CA 92037	ORGANIC PUBLIC CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	2,000
NAT ORAL HEALTH AFFILIATION PO BOX 1583 MERRIFIELD VA 22116	ORGANIC PUBLIC CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000

The Ray C Anderson Foundation, INN  
 FORM 990-PF, PART XV, LINE 10 & 13 - GRANTS DETAIL  
 December 31, 2012

RAY C ANDERSON FOUNDATION INC

8 86/203

FORM 990-PF, PART XV, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7-1100-01

<u>RECIPIENT NAME AND ADDRESS</u>	<u>REASON FOR SUBSTANTIAL CONTRIBUTION AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
POKEY MOUNTAIN INSTITUTE 7117 SHANNALS CREEK ROAD MORGAN CO. GA 31654	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACT VITIES	0 000
ECONOM ATURE 18 PEMENT STREET UNIT 303 ROSELIN MA 02108	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACT VITIES	5 000
HEIY TRAIN 41 MADISON AVE 7TH FLOOR NEW YORK NY 10010	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACT VITIES	6 000
OUTREACH FOR ENVIRONMENTAL HEALTH CENTER 171 PEACHTREE ST NW ATLANTA GA 30303	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACT VITIES	000
WORTHINGTONS 15 KAYWOOD ST ALBANY GA 31706	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACT VITIES	000
THEHS ATLANTA 275 CHELSEA AVE S ATLANTA GA 30316	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACT VITIES	5 000

The Ray C Anderson Foundation, INN  
 FORM 990-PF, PART XV, LINE 10 & 13 - GRANTS DETAIL  
 December 31, 2012

RAY C ANDERSON FOUNDATION INC

10/1303

FORM 990-PF, PART XV, LINE 10 & 13 - GRANTS DETAIL

ATTACHMENT 3 - UNIFORM

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND IDENTIFY TITLE OF BENEFIT</u>	<u>PURPOSE OF GRANT OR OUTGOING OF</u>	<u>AMOUNT</u>
WAPPEN W LOGI COLLEGE 10 WAPPEN W LOGI RD JANNAVA VA 22718	501(C)(3) PUB CHARIT	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000
WORLD RESOURCES INSTITUTE 10 G ST NE #500 WASHINGTON DC 20002	501(C)(3) PUB CHARIT	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	7,500
WORLDWATCH INST FUND 1400 6TH ST NW SUITE 410 WASHINGTON DC 20004	501(C)(3) PUB CHARIT	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	0,000
<b>TOTAL CONTRIBUTIONS PAID</b>			<u>12,500</u>

THE RAY C ANDERSON FOUNDATION, INC  
EIN 58-1867303  
FORM 990-PF  
TAX YEAR-END DECEMBER 31, 2012

Reason for Amended Return

**Part I, Line 16a Legal Fees**

All of the Foundation's legal expenses for 2012 were related to charitable activities. The prior accountant used a standard percentage to allocate Legal Fees between Investment expense and Charitable expense without taking into account what the fees were for

The effect of this change is as follows

- (i) Part I, Column (b), Line 27(b) – Net Investment Income increases to \$1,407,078, and Column (d) Line 26 - total expenses and disbursements for charitable purposes rise to \$831,886
- (ii) Part VI, Line 1(b) – Qualification for the 1% tax rate is achieved and marked so here. Line 5 – the tax due drops to \$14,071. And, Lines 9, 10 and 11 – an overpayment of Net Investment Income Excise tax is recorded and a refund of such amount is requested
- (iii) Part XI, Lines 2a and 7 – the Tax on investment income falls to \$14,071 and the Distributable Amount rises to \$745,592
- (iv) Part XII, Lines 5 and 6 – Line 5 increases to \$14,071 in recognition of achieving the 1% tax rate and line 6, Adjusted Qualifying Distributions, fall to \$817,815
- (v) Part XIII, Column (a), Line 9 – Excess Distributions for carryover fall to \$69,652