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: HELEN AND HARRY SAUL FOUNDATION

A Employer identification number: 58-2063931

Number and street (or P O box number if mail is not delivered to street address): 2100 FIBER PARK DRIVE

Room/suite:

B Telephone number (see instructions)

City or town, state, and ZIP code: DALTON GA 30720

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 3,373,668

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(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 (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	15,475	15,475		
	4	Dividends and interest from securities	45,372	45,372		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,065,688			
	b	Gross sales price for all assets on line 6a 2,938,582				
	7	Capital gain net income (from Part IV, line 2)		1,065,688		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	2,721			
	12	**Total.** Add lines 1 through 11	1,129,256	1,126,535	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	2,145	2,145		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 3	103	103		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,248	2,248	0	0
	25	Contributions, gifts, grants paid	436,440			436,440
	26	**Total expenses and disbursements.** Add lines 24 and 25	438,688	2,248	0	436,440
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	690,568			
	b	**Net investment income** (if negative, enter -0-)		1,124,287		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing	73,356	53,830	53,830
	2	Savings and temporary cash investments		2,327,963	2,327,963
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 4	2,302,711	695,007	913,777
	c	Investments – corporate bonds (attach schedule) SEE STMT 5	397	397	418
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 6	88,852	79,656	77,680
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 7)	969		
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,466,285	3,156,853	3,373,668
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,665,616		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-199,331	3,156,853	
	30	**Total net assets or fund balances** (see instructions)	2,466,285	3,156,853	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,466,285	3,156,853	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,466,285
2	Enter amount from Part I, line 27a	2	690,568
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,156,853
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,156,853

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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	CNL INCOME & GROWTH FUND	P	01/01/11	12/31/12
b	GOLDMAN SACHS	P	01/18/02	09/19/12
c	GOLDMAN SACHS	P	12/21/09	09/05/12
d	BENJAMIN F. EDWARDS	P	12/09/10	11/05/12
e	BENJAMIN F. EDWARDS	P	01/24/12	09/14/12

	(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			100	-100
b	2,269,228		1,241,000	1,028,228
c	50,000		36,314	13,686
d	355,507		346,775	8,732
e	263,847		248,705	15,142

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				-100
b				1,028,228
c				13,686
d				8,732
e				15,142

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	1,065,688
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	15,042

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	349,861	3,615,778	0.096760
2010	331,870	3,723,568	0.089127
2009	272,131	2,809,557	0.096859
2008	188,182	4,010,473	0.046923
2007	373,642	2,634,257	0.141840

2	**Total** of line 1, column (d)	2	0.471509
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	0.094302
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,423,833
5	Multiply line 4 by line 3	5	322,874
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,243
7	Add lines 5 and 6	7	334,117
8	Enter qualifying distributions from Part XII, line 4	8	436,440

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 ▶ [X] and enter 1% of Part I, line 27b	1	11,243
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	11,243
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	11,243
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,501		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	2,501
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	8,742
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶	11	

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 the 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. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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

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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 ▶ NONE

14 The books are in care of ▶ DEBBIE LYNCH Telephone no. ▶ 706-529-1900
2100 FIBER PARK DRIVE
Located at ▶ DALTON GA ZIP+4 ▶ 30720

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

			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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	1c		
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 ▶ 20 , 20 , 20 , 20				
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 ▶ 20 , 20 , 20 , 20				
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)

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)? (see instructions)	☐ 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 (see instructions).

(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
JULIAN D. SAUL 8 OCEAN DRIVE	TEQUESTA FL 33469	TRUSTEE 1.00	0	0	0
LINDA S. SCHEJOLA 688 CUMBERLAND CIRCLE	ATLANTA GA 30306	TRUSTEE 1.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). 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

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

3 Five highest-paid independent contractors for professional services (see instructions). 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 ▶		

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** (see instructions)

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 ▶	

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	2,642,454
b	Average of monthly cash balances		1b	833,519
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	3,475,973
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	3,475,973
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	52,140
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,423,833
6	**Minimum investment return.** Enter 5% of line 5		6	171,192

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	171,192
2a	Tax on investment income for 2012 from Part VI, line 5	2a 11,243		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	11,243
3	Distributable amount before adjustments Subtract line 2c from line 1		3	159,949
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	159,949
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	159,949

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	436,440
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	436,440
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 (see instructions)	5	11,243
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	425,197

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					159,949
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	249,001				
b From 2008					
c From 2009	133,071				
d From 2010	149,812				
e From 2011	171,990				
f **Total** of lines 3a through e		703,874			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 436,440					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					159,949
e Remaining amount distributed out of corpus		276,491			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		980,365			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions					
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) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		249,001			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		731,364			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009	133,071				
c Excess from 2010	149,812				
d Excess from 2011	171,990				
e Excess from 2012	276,491				

DAA

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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))

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 8				436,440
Total			▶ 3a	436,440
b Approved for future payment N/A				
Total			▶ 3b	

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 (See instructions)
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			14	15,475	
4 Dividends and interest from securities			14	45,372	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,065,688	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b INLAND LAND APPRECIATION FUND			16	-210	
c HOST HOTELS & RESORTS			16	105	
d THE ENERGY GROUP			16	196	
e CNL INCOME & GROWTH FUND IV			16	2,630	
12 Subtotal. Add columns (b), (d), and (e)		0		1,129,256	0

13 Total. Add line 12, columns (b), (d), and (e) 13 1,129,256

(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) (See instructions)
N/A	

DAA

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

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

John D Saul | 11-15-13 | DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
GEORGE W. HILLEGASS	GEORGE W. HILLEGASS	11/15/13	
Firm's name ▶ WARREN AVERETT, LLC		PTIN	P00091230
Firm's address ▶ SIX CONCOURSE PARKWAY SUITE 600 ATLANTA, GA 30328		Firm's EIN ▶	45-4084437
		Phone no	770-396-1100

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
INLAND LAND APPRECIATION FUND	$ -210	$	$
HOST HOTELS & RESORTS	105		
THE ENERGY GROUP	196		
CNL INCOME & GROWTH FUND IV	2,630		
TOTAL	$ 2,721	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 2,145	$ 2,145	$	$
TOTAL	$ 2,145	$ 2,145	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
BANK CHARGES	103	103		
TOTAL	$ 103	$ 103	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOLDMAN SACHS	$ 1,886,579	$ 651,424	COST	$ 861,977
BENJAMIN F. EDWARDS	416,132		COST	
FIDELITY		43,583	COST	51,800
TOTAL	$ 2,302,711	$ 695,007		$ 913,777

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOLDMAN SACHS	$ 397	$ 397	COST	$ 418
TOTAL	$ 397	$ 397		$ 418

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
HOST MARRIOT	$ 55,363	$ 55,230	COST	$ 55,272
CNL INCOME & GROWTH FUND, IV	17,595	8,736	COST	8,736
INLAND APPRECIATION FUND, II	14,879	14,675	COST	12,692
ENERGY GROUP PARTNERS	1,015	1,015	COST	980
TOTAL	$ 88,852	$ 79,656		$ 77,680

Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
DIVIDENDS RECEIVABLE	$ 969	$	$
TOTAL	$ 969	$ 0	$ 0

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ALEXANDER THARPE FUND ATLANTA GA 30332	150 BOBBY DODD WAY		GENERAL OPERATIONS	5,000
ALZHEIMER'S ASSOCIATION CHICAGO IL 60601	225 N. MICHIGAN AVE		GENERAL OPERATIONS	2,000
ANTI-DEFAMATION LEAGUE NEW YORK NY 10158	605 THIRD AVENUE		GENERAL OPERATIONS	2,500
ATLANTA GROUP HOMES ATLANTA GA 30327	3160 HOWELL MILL RD, NW		GENERAL OPERATIONS	500
BAYLOR SCHOOL CHATTANOOGA TN 37405	171 BAYLOR SCHOOL ROAD		GENERAL OPERATIONS	100
BENINCASA, INC MENDON NY 14506	3880 RUSH MENDON ROAD		GENERAL OPERATIONS	250
BLUNT HOUSE ENDOWMENT FUND DALTON GA 30720	506 S THORNTON AVE		GENERAL OPERATIONS	5,000
BOBBY DODD COACH OF YEAR CHATTANOOGA TN 37415	PO BOX 15908		GENERAL OPERATIONS	500
BOY SCOUTS OF AMERICA ATLANTA GA 30339	1800 CIRCLE 75 PKY SE		GENERAL OPERATIONS	1,000
BOYS & GIRLS CLUB ATLANTA GA 30309-3506	1275 PEACHTREE STREET NE		GENERAL OPERATIONS	10,000
CARPET TRADE GOLF ASSOCIATION GLADWYNE PA 19035	1455 ABBEY LANE		GENERAL OPERATIONS	50
CHATTANOOGA BRAIN INJURY CHATTANOOGA TN 37403	1 SISKIN PLAZA		GENERAL OPERATIONS	500
CHILDREN'S HEALTH CARE ATLANTA GA 30329	1600 TULLIE CIRCLE NE		GENERAL OPERATIONS	6,500
COMMERCE EXECUTIVES SOCIETY TUSCALOOSA AL 35487	PO BOX 870223		GENERAL OPERATIONS	5,000
COMMUNITY FNDN OF JACKSON HOLE JACKSON WY 83001	245 EAST SIMPSON STREET		GENERAL OPERATIONS	25,000
CREATIVE ARTS GUILD DALTON GA 30722-1485	PO BOX 1485		GENERAL OPERATIONS	2,000
DALTON ARTS PROJECT DALTON GA 30720	411 NORTH PARK DRIVE		GENERAL OPERATIONS	500
DALTON HIGH SCHOOL LINKSTERS CLUB DALTON GA 30720	1500 MANLY STREET		GENERAL OPERATIONS	100
DANCER'S WORKSHOP DALTON GA 30720	1405 CLEVELAND HIGHWAY		GENERAL OPERATIONS	1,500

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
EAST LAKE COMMUN FOUND ATLANTA GA 30317	2606 ALSTON DRIVE, SE		GENERAL OPERATIONS	1,000
EMORY UNIVERSITY ATLANTA GA 30322	1762 CLIFTON RD		GENERAL OPERATIONS	11,000
EVERGLADES FOUNDATION PALMETTO BAY FL 33157	18001 OLD CUTLER ROAD		GENERAL OPERATIONS	1,000
FAMILY SUPPORT COUNCIL DALTON GA 30720	P.O. BOX 1707		GENERAL OPERATIONS	5,000
FIRST UNITED METHODIST CHURCH DALTON GA 30720	500 S THORNTON AVE		GENERAL OPERATIONS	40
FLOOR COVERING INDUS. FD. ANAHEIM CA 92806	2211 E HOWELL AVE		GENERAL OPERATIONS	5,100
FOUNDATION FIGHTING BLINDNESS COLUMBIA MD 21046	7168 COLUMBIA GATEWAY DR		GENERAL OPERATIONS	500
GEORGIA METH PROJECT ATLANTA GA 30339	3625 CUMBERLAND BLVD SE		GENERAL OPERATIONS	5,000
GEORGIA PUBLIC BROADCASTING ATLANTA GA 30318	260 14TH STREET NW		GENERAL OPERATIONS	500
GEORGIA TRANSPLANT FOUNDATION ATLANTA GA 30328	6600 PEACHTREE DUNWOODY		GENERAL OPERATIONS	500
GIRLS PREPARATORY SCHOOL CHATTANOOGA TN 37405	205 ISLAND AVE		GENERAL OPERATIONS	5,000
GLYCOGEN STORAGE DISEASE FUNDRAISER CHESHIRE CT 06410	917 BETHANY MOUNTAIN ROAD		GENERAL OPERATIONS	100
GRAND TETON MUSIC FEST WILSON WY 83014	4015 LAKE CREEK DR N		GENERAL OPERATIONS	5,600
GSGA FOUNDATION MARIETTA GA 30067	121 VILLAGE PKWY		GENERAL OPERATIONS	5,000
HILLEL OF GEORGIA ATHENS GA 30605	1155 SOUTH MILLEGE AVE		GENERAL OPERATIONS	5,000
HUNTER MUSEUM AMER ART CHATTANOOGA TN 37403	10 BLUFF VIEW		GENERAL OPERATIONS	1,000
JEWISH FEDERATION OF GREATER CHAT CHATTANOOGA TN 37411	5461 NORTH TERRACE ROAD		GENERAL OPERATIONS	75,000
JORDAN THOMAS FOUNDATION CHATTANOOGA TN 37422	P.O. BOX 22764		GENERAL OPERATIONS	500

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
JR ACHIEVEMENT OF NW GA DALTON GA 30720	411 MITCHELL ST		GENERAL OPERATIONS	3,000
JUPITER MEDICAL CENTER JUPITER FL 33458	1210 S OLD DIXIE HWY		GENERAL OPERATIONS	5,000
LOOPER SPEECH AND HEARING CENTER DALTON GA 30720	1011 PROFESSIONAL BLVD		GENERAL OPERATIONS	1,000
LOXAHATCHEE RIVER SOCIETY JUPITER FL 33469	500 CAPTAIN ARMOUR'S WAY		GENERAL OPERATIONS	500
MARCUS AUTISM CENTER ATLANTA GA 30329	1920 BRIARCLIFF ROAD NE		GENERAL OPERATIONS	1,000
MARCUS JEWISH COMMUNITY CENTER ATLANTA GA 30329	1920 BRIARCLIFF ROAD NE		GENERAL OPERATIONS	1,000
MIZPAH CONGREGATION CHATTANOOGA TN 37403	923 MCCALLIE AVE		GENERAL OPERATIONS	2,500
MORGAN PRESSEL FOUNDATION DELRAY BEACH FL 33444	P.O. BOX 480157		GENERAL OPERATIONS	500
MOUNTAIN CREEK ACADEMY ETON GA 30724	273 HARRIS ST		GENERAL OPERATIONS	100
MOUNTAIN TOP BOYS HOME SUGAR VALLEY GA 30746	65 MOUNTAIN TOP WAY		GENERAL OPERATIONS	500
NATIONAL ADOPTION CENTER PHILADELPHIA PA 19102	1500 WALNUT STREET		GENERAL OPERATIONS	500
NATIONAL COMMODORE CLUB NASHVILLE TN 37240	2301 VANDERBILT PLACE		GENERAL OPERATIONS	3,000
NATIONAL JEWISH HEALTH DENVER CO 80206	1400 JACKSON STREET		GENERAL OPERATIONS	1,000
NW GA FAMILY CRISIS CENT. DALTON GA 30722-0554	PO BOX 554		GENERAL OPERATIONS	10,000
NW GA GIRLS HOME ROME GA 30164	PO BOX 2939		GENERAL OPERATIONS	250
NW GA HEALTHCARE PARTNERSHIP DALTON GA 30720	1105 MEMORIAL DRIVE		GENERAL OPERATIONS	5,000
NYC MARATHON NEW YORK NY 10128	9 EAST 89TH STREET		GENERAL OPERATIONS	500
ON JONAS MEM. FOUNDATION DALTON GA 30722	PO BOX 1008		GENERAL OPERATIONS	1,500

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship / Status	Purpose	Amount
ORT AMERICA NEW YORK NY 10038	75 MAIDEN LN FL 10	GENERAL OPERATIONS	30,000
OTHER CHARITIES TEQUESTA FL 33469	8 OCEAN DRIVE	GENERAL OPERATIONS	1,050
RAMAH DAROM CLAYTON GA 30525	70 DAROM LANE	GENERAL OPERATIONS	5,000
ROMAN OPEN CHARITIES DALTON GA 30722	PO BOX 672	GENERAL OPERATIONS	250
ROSS WOODS ADULT DAY SERVICES DALTON GA 30720	1402 WALSTON AVENUE	GENERAL OPERATIONS	75,000
SAINT MARKS EPISCOPAL DAY SCHOOL JACKSONVILLE FL 32210	4157 BALTIC STREET	GENERAL OPERATIONS	200
SALVATION ARMY ALEXANDRIA VA 22313	PO BOX 269	GENERAL OPERATIONS	11,000
SEMPER FI FUND OCEANSIDE CA 92057	825 COLLEGE BLVD	GENERAL OPERATIONS	100
SHEPHERD CENTER ATLANTA GA 30309-1465	2020 PEACHTREE ROAD, NW	GENERAL OPERATIONS	10,000
SISKIN CHILDRENS INSTIT. CHATTANOOGA TN 37402	1101 CARTER STREET	GENERAL OPERATIONS	3,000
TELLUS SCIENCE MUSEUM CARTERSVILLE GA 30120	100 TELLUS DRIVE	GENERAL OPERATIONS	2,500
THE FIRST TEE OF CHATTANOOGA CHATTANOOGA TN 37421	2453 HICKORY VALLEY ROAD	GENERAL OPERATIONS	500
THE GEORGIA TECH FOUNDATION ATLANTA GA 30308	760 SPRING STREET NW	GENERAL OPERATIONS	10,000
THE GREEN HOUSE TEQUESTA FL 33469	8 OCEAN DRIVE	GENERAL OPERATIONS	200
THE UNITED WAY ATLANTA GA 30303	100 EDGEWOOD AVENUE NE	GENERAL OPERATIONS	35,000
TN GOLF FOUNDATION FRANKLIN TN 37069	GOLF HOUSE TENNESSEE	GENERAL OPERATIONS	500
UA NATIONAL ALUMNI ASSOCIATION TUSCALOOSA AL 35401	THE UNIVERSITY OF AL	GENERAL OPERATIONS	100
UNIVERSITY OF MD COLLEGE PARK FNDN COLLEGE PARK MD 20742	UNIVERSITY OF MARYLAND	GENERAL OPERATIONS	1,000

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
US GOLF ASSOCIATION FOUNDATION FAR HILLS NJ 07931	P.O. BOX 708		GENERAL OPERATIONS	1,000
US HOLOCAUST MUSEUM WASHINGTON DC 20024-2126	100 RAOUL WALLENBERG PL		GENERAL OPERATIONS	250
UTC ATHLETICS GOLF PROGRAM CHATTANOOGA TN 37403	615 MCCALLIE AVE		GENERAL OPERATIONS	1,000
VANDERBILT HILLEL NASHVILLE TN 37212	2421 VANDERBILT PLACE		GENERAL OPERATIONS	1,000
VANDERBILT UNIVERSITY NASHVILLE TN 37212	2201 WEST END AVE		GENERAL OPERATIONS	5,000
WIDOW'S MITE TROY MI 48085	5657 GLASGOW DRIVE		GENERAL OPERATIONS	1,000
WINFIELD CITY SCHOOL ALUM WINFIELD AL 35594	232 PRIVATE COVE		GENERAL OPERATIONS	10,100
TOTAL				436,440

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
BENJAMIN F. EDWARDS	$ 14,129		14		
CNL INCOME & GROWTH FUND IV	11		14		
FIDELITY	2		14		
GOLDMAN SACHS #5077	932		14		
HOST HOTELS & RESORTS	362		14		
INLAND LAND APPRECIATION FUND	6		14		
GOLDMAN SACHS #1134	33		14		
TOTAL	$ 15,475				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
BENJAMIN F. EDWARDS	$ 2,906		14		
GOLDMAN SACHS #5077	42,159		14		
HOST HOTELS & RESORTS	307		14		
TOTAL	$ 45,372				

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions HELEN AND HARRY SAUL FOUNDATION	Employer identification number (EIN) or 58-2063931
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 2100 FIBER PARK DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions DALTON GA 30720	

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-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 ▶ DEBBIE LYNCH
  2100 FIBER PARK DRIVE
  DALTON GA 30721

  Telephone No ▶ 706-529-1900 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 08/15/13 , 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	$ 2,721
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

• 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)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions HELEN AND HARRY SAUL FOUNDATION	Employer identification number (EIN) or 58-2063931
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 2100 FIBER PARK DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions DALTON GA 30720	

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.

DEBBIE LYNCH
2100 FIBER PARK DRIVE

• The books are in the care of ▶ DALTON GA 30721

Telephone No ▶ 706-529-1900 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 11/15/13

5 For calendar year 2012 , or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO PREPARE 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**	$ 2,721
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 ▶ Date ▶ 08/13/13

DAA