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

2012

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

, 2012, and ending

WORMSLOE FOUNDATION, INC.
22 W. BRYAN STREET, PMB 300
SAVANNAH, GA 31401A Employer identification number
58-6034319

B Telephone number (see the instructions)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 3,271,672.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)

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)

1 Contributions, gifts, grants, etc., received (att sch)

6,415.

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

281.

281.

4 Dividends and interest from securities

94,625.

94,625.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

89,909.

b Gross sales price for all assets on line 6a

498,667.

7 Capital gain net income (from Part IV, line 2)

89,909.

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/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

-16,463.

-16,463.

12 Total. Add lines 1 through 11

174,767.

168,352.

0.

13 Compensation of officers, directors, trustees, etc

5,100.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 2

3,899.

3,899.

b Accounting fees (attach sch) SEE ST 3

3,149.

999.

2,150.

c Other prof fees (attach sch) SEE ST 4

9,142.

9,142.

17 Interest

18 Taxes (attach schedule) (see instrs) SEE ST 5

2,520.

1,416.

1,104.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

117.

117.

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 6

5,473.

2,167.

3,306.

24 Total operating and administrative expenses. Add lines 13 through 23

29,400.

13,724.

10,576.

25 Contributions, gifts, grants paid PART XV

44,839.

44,839.

26 Total expenses and disbursements. Add lines 24 and 25

74,239.

13,724.

0.

55,415.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

100,528.

b Net investment income (if negative, enter -0-)

154,628.

c Adjusted net income (if negative, enter -0-)

0.

13

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		12,656.	14,834.	15,834.
	2	Savings and temporary cash investments		28,134.	54,170.	54,170.
	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 (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		2,000.	1,113.	1,113.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) STATEMENT 7		1,265,186.	1,362,792.	2,347,652.
	c	Investments — corporate bonds (attach schedule)				
	LIABILITIES	11	Investments — land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule) STATEMENT 8		567,072.	570,559.	835,403.
14		Land, buildings, and equipment basis 117,441.				
		Less: accumulated depreciation (attach schedule) SEE STMT 9		93,700.	117,441.	
15		Other assets (describe SEE STATEMENT 10)			17,500.	17,500.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		1,968,748.	2,138,409.	3,271,672.
17		Accounts payable and accrued expenses				
18		Grants payable				
NET ASSETS OR FUND BALANCES	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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.	
		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. X				
27	Capital stock, trust principal, or current funds		526,109.	526,109.		
28	Paid-in or capital surplus, or land, building, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds		1,442,639.	1,612,300.		
30	Total net assets or fund balances (see instructions)		1,968,748.	2,138,409.		
31	Total liabilities and net assets/fund balances (see instructions)		1,968,748.	2,138,409.		

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	1,968,748.
2	Enter amount from Part I, line 27a	2	100,528.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	69,133.
4	Add lines 1, 2, and 3	4	2,138,409.
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	2,138,409.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 12				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
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	89,909.
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	-9,240.

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 (column (b) divided by column (c))
2011	153,763.	3,248,350.	0.047336
2010	117,925.	3,005,383.	0.039238
2009	154,141.	2,011,100.	0.076645
2008	176,486.	2,464,892.	0.071600
2007	194,332.	3,802,967.	0.051100

2 Total of line 1, column (d)	2	0.285919
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	0.057184
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,389,512.
5 Multiply line 4 by line 3	5	193,826.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,546.
7 Add lines 5 and 6	7	195,372.
8 Enter qualifying distributions from Part XII, line 4	8	55,415.

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.	1	3,093.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,093.
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	3,093.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,113.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	5,200.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	6,313.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,220.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 3,220. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>CRAIG BARROW, III</u> Telephone no <u>(912) 234-5400</u> Located at <u>WORMSLOE LIBRARY, SAVANNAH, GA</u> ZIP + 4 <u>31406</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>N/A</u>	15		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 <u>N/A</u>	16		X

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

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

	Yes	No
1 a 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a 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

7 a 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 (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
SEE STATEMENT 13		5,100.	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

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		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 (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	0.

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Form 990-PF (2012)

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	1 a	2,499,840.
b	Average of monthly cash balances	1 b	105,886.
c	Fair market value of all other assets (see instructions)	1 c	835,403.
d	Total (add lines 1a, b, and c)	1 d	3,441,129.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,441,129.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	51,617.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,389,512.
6	Minimum investment return. Enter 5% of line 5	6	169,476.

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	169,476.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	3,093.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	3,093.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	166,383.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	166,383.
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	166,383.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1 a	55,415.
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 b	
b	Program-related investments — total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3 a	
3	Amounts set aside for specific charitable projects that satisfy the:	3 b	
a	Suitability test (prior IRS approval required)	4	55,415.
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	55,415.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				166,383.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	6,138.			
b From 2008	55,821.			
c From 2009	54,364.			
d From 2010				
e From 2011				
f Total of lines 3a through e	116,323.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 55,415.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				55,415.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	110,968.			110,968.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	5,355.			
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 instructions.			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,355.			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009	5,355.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

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

- (4) Gross investment income**

[illegible]

Form 990-PF (2012)

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				
GA DEPT OF NATURAL RESOURCES 2 MARTIN LUTHER KING JR DRIVE, SE ATLANTA, GA 30334	N/A	T/E	NATURAL RESOURCES PRESERVATION	9,782.
UNIVERSITY OF GEORGIA FDN 394 SOUTH MILLEDGE AVE ATHENS, GA 30602	N/A	T/E	LIBRARY PRESERVATION	22,557.
LIBRARY OF AMERICAN LANDSCAPE HISTORY P.O. BOX 1323 AMHERST, MA 01004	N/A	T/E	EDUCATION	12,500.
Total				44,839.
b Approved for future payment				
Total				3 b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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	281.	
4 Dividends and interest from securities			14	94,625.	
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	89,909.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE ATTACHED SCHEDULE			18	-16,463.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				168,352.	
13 Total. Add line 12, columns (b), (d), and (e)				13	168,352.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

WORMSLOE FOUNDATION, INC.

58-6034319

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SEE ATTACHED SCHEDULE			
TOTAL	\$ -16,463.	\$ -16,463.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ELLIS PAINTER RATTERREE & ADAMS	\$ 3,899.			\$ 3,899.
TOTAL	\$ 3,899.	\$ 0.	\$ 0.	\$ 3,899.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 3,149.	\$ 999.	\$ 0.	\$ 2,150.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

(A) EXPENSES	(B) NET INVESTMENT	(C) ADJUSTED	(D) CHARITABLE
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WORMSLOE FOUNDATION, INC.

58-6034319

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 2,520.	\$ 1,416.	\$ 0.	\$ 1,104.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HONORARIUM	\$ 1,000.			\$ 1,000.
INSURANCE	1,456			1,456
TOTAL	\$ 5,473.	\$ 2,167.	\$ 0.	\$ 3,306.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN CORPORATE STOCKS-SEE SCH	COST	\$ 1,362,792.	\$ 2,347,652.
	TOTAL	\$ 1,362,792.	\$ 2,347,652.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER SECURITIES	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - OTHER	COST	\$ 570,559.	\$ 835,403.
	TOTAL	\$ 570,559.	\$ 835,403.

WORMSLOE FOUNDATION, INC.

58-6034319

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 117,441.	\$ 0.	\$ 117,441.	\$ 0.
TOTAL	<u>\$ 117,441.</u>	<u>\$ 0.</u>	<u>\$ 117,441.</u>	<u>\$ 0.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE - BSR TRUST LLC	\$ 17,500.	\$ 17,500.
TOTAL	<u>\$ 17,500.</u>	<u>\$ 17,500.</u>

STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	TOTAL	\$ 69,133.
		<u>\$ 69,133.</u>

STATEMENT 12
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	1500 DOW CHEMICAL COMPANY	PURCHASED	5/11/2012	8/21/2012
2	1200 MICROCHIP TECHNOLOGY	PURCHASED	9/14/2011	8/28/2012
3	1000 NUCOR CORP	PURCHASED	5/24/2011	5/22/2012
4	1000 SEADRILL LTD	PURCHASED	4/20/2011	4/05/2012
5	1000 EMERSON ELECTRIC COMPANY	PURCHASED	3/26/2009	5/11/2012
6	1000 GENERAL MILLS INC	PURCHASED	9/23/2010	9/24/2012
7	1000 PROCTOR & GAMBLE CO	PURCHASED	9/23/2004	6/21/2012
8	1000 UNITED TECHNOLOGIES CORP	PURCHASED	3/11/2008	3/20/2012
9	1000 WASTE MANAGEMENT INC	PURCHASED	4/21/2010	4/24/2012
10				
11				
12				
13				
14				
15				
16	FROM BSR TRUST LLC	PURCHASED	VARIOUS	12/31/2012
17	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	12/31/2012

WORMSLOE FOUNDATION, INC.

58-6034319

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	44,934.		49,361.	-4,427.				\$ -4,427.
2	41,016.		39,634.	1,382.				1,382.
3	35,225.		42,760.	-7,535.				-7,535.
4	37,138.		36,136.	1,002.				1,002.
5	48,105.		29,821.	18,284.				18,284.
6	39,453.		36,820.	2,633.				2,633.
7	59,062.		54,934.	4,128.				4,128.
8	82,268.		66,888.	15,380.				15,380.
9	35,469.		35,783.	-314.				-314.
10	0.		1,802.	-1,802.				-1,802.
11	30,998.		0.	30,998.				30,998.
12	2,650.		0.	2,650.				2,650.
13	36,466.		0.	36,466.				36,466.
14	0.		510.	-510.				-510.
15	0.		14,309.	-14,309.				-14,309.
16	5,522.		0.	5,522.				5,522.
17	361.		0.	361.				361.
TOTAL								\$ 89,909.

STATEMENT 13
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MRS. DIANA D. BARROW 7601 SKIDAWAY ROAD SAVANNAH, GA 31401	CHAIRMAN 2.00	\$ 0.	\$ 0.	\$ 0.
MR. CRAIG BARROW, III 7601 SKIDAWAY ROAD SAVANNAH, GA 31406	TREASURER 5.00	0.	0.	0.
DORINDA DALLMEYER 3246 BOOGER HILL ROAD DANIELSVILLE, GA 30633	TRUSTEE 1.00	0.	0.	0.
MR. J. WILEY ELLIS 144 RENDANT AVE. SAVANNAH, GA 31419	TRUSTEE 1.00	0.	0.	0.
MR. THORNTON D. BARROW P.O. BOX 8346 SAVANNAH, GA 31412	TRUSTEE 1.00	0.	0.	0.

WORMSLOE FOUNDATION, INC.

58-6034319

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MRS. ELFRIDA B. MOORE 584 DAVANT PLANTATION DRIVE RIDGELAND, SC 29936-3806	TRUSTEE 1.00	\$ 0.	\$ 0.	\$ 0.
MR. MALCOLM BELL, III 433 N. FIRST ST. CHARLOTTESVILLE, VA 22906	TRUSTEE 1.00	0.	0.	0.
MS. JULIET CHISOLM 5 WATERFORD LANE SAVANNAH, GA 31411	SECRETARY 5.00	5,100.	0.	0.
DR. CHARLES KNAPP 3445 PEACHTREE RD NE, STE 175 ATLANTA, GA 30326	TRUSTEE 1.00	0.	0.	0.
SARAH ROSS P.O. BOX 40 ROARING GAP, NC 28668	PRESIDENT 4.00	0.	0.	0.
	TOTAL	\$ 5,100.	\$ 0.	\$ 0.

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: CRAIG BARROW, III
NAME: CARE OF:
STREET ADDRESS: P.O. BOX 8346
CITY, STATE, ZIP CODE: SAVANNAH, GA 31412
TELEPHONE:
E-MAIL ADDRESS:
FORM AND CONTENT: LETTER
SUBMISSION DEADLINES:
RESTRICTIONS ON AWARDS: LIMITED TO THE PRESERVATION AND STUDY OF AGRICULTURE,
HORTICULTURE, FORESTRY AND HISTORIC SITES AND DOCUMENTS.

Wormsloe Foundation, Inc.
58-6034319
Year ended 12/31/12

Part I, Line 11 - Other Income

<u>Other Income</u>		<u>Amount</u>
1	NW Quadrant Partners, L.P.	22,029
2	BSR Trust LLC (Summit Housing)	(38,460)
3	Chatham Distressed Eqty Opport LP	<u>(32)</u>
	Total	<u><u>(16,463)</u></u>

Wormsloe Foundation, Inc.
58-6034319
Year ended 12/31/12

Part I, Line 3 - Interest

Interest	Amount
1 NW Quadrant Partners, L.P.	83
2 BSR Trust LLC (Summit Housing)	27
3 Sterne Agee Asia Fund LP	119
4 Sterne Agee & Leach	51
5 The Savannah Bank	1
	<hr/>
Total	<u>281</u>

Part I, Line 4 - Dividends

Dividends	Amount
1 Chatham Small Cap Partnership	6,628
2 Chatham Distressed Eqtu Opport LP	941
3 Sterne Agee Asia Fund LP	9,974
4 Sterne, Agee & Leach	77,082
	<hr/>
Total	<u>94,625</u>

Part II, Line 1 - Cash

Cash	Cost 12/31/12	FMV 12/31/12
1 The Savannah Bank	14,834	14,834
	<hr/>	<hr/>
Total	<u>14,834</u>	<u>14,834</u>

Part II, Line 2 - Savings and Temporary Cash Investments

Savings and Temporary Cash Investments	Cost 12/31/12	FMV 12/31/12
1 Sterne, Agee & Leach - Money Market	54,170	54,170
	<hr/>	<hr/>
	<u>54,170</u>	<u>54,170</u>

Wormsloe Foundation, Inc.
58-6034319
Year ended 12/31/12

Part II, Line 10b - Corporate Stocks

	Corporate Stocks	# of Shares	Cost 12/31/12	FMV 12/31/12
1	AFLAC Inc.	1,000	28,399	53,120
2	AT & T Inc	2,000	49,331	67,420
3	Abbott Laboratories	1,000	39,522	65,500
4	Altria Group Inc	2,000	34,028	62,880
5	American Tower Corp	1,000	43,420	77,270
6	Apache Corp	1,000	43,744	78,500
7	Applied Materials Ince	4,000	47,145	45,760
8	Aqua America Inc	1,500	33,311	38,130
9	Automatic Data Processing Inc	1,000	40,685	56,930
10	Bristol Myers Squibb Co.	2,000	19,703	65,180
11	CVS Caremark Corp	2,000	27,664	96,700
12	Cisco Systems Inc	2,000	38,336	39,299
13	Coca-cola Company	1,200	46,179	43,500
14	Conocophillips	1,000	20,589	57,990
15	Costco Wholesale Corp.	1,000	33,276	98,730
16	Donnelley RR & Sons Co	4,000	51,739	35,960
17	Dupont E.I.DeNemours	1,200	44,172	53,974
18	Exxon Mobil Corp	4,500	25,959	389,475
19	General Electric Company	2,000	37,108	41,980
20	Genuine Parts Company	1,000	35,521	63,580
21	Greif Inc Class B	1,000	49,182	48,490
22	Intel Corp	2,000	52,127	41,240
23	International Business Machines	500	53,247	95,775
24	Johnson & Johnson Common	1,000	37,240	70,100
25	Lilly Eli & Company	1,000	38,260	49,320
26	Merck & Company	1,500	56,258	61,410
27	Microsoft Corp	2,000	64,528	53,419
28	Murphy Oil Corp.	1,000	18,268	59,550
29	Phillips 66	1,500	38,692	79,650
30	Qualcomm Inc	1,000	63,979	61,860
31	Starwood Property Trust	1,500	30,861	34,440
32	Tortoise MLP Fund Inc	2,000	45,170	49,020
33	Verizon Communications	1,000	26,431	43,270
34	Wal-Mart Stores Inc	1,000	48,718	68,230
			1,362,792	2,347,652
			TB	

Wormsloe Foundation, Inc.
58-6034319
Year ended 12/31/12

Part II, Line 13 - Investments (Other)

Investments (Other)	Cost 12/31/12	FMV 12/31/12
1 Chatham Small Cap Partnership I, L.P.	190,156	323,584
2 Sterne Agee Asia Ltd Ptrship Fund	280,406	273,744
3 BSR Trust LLC (Summit Housing)	63,083	200,000
4 Northwest Quadrant Partners LP	(539)	-
5 KKR & Company Del	37,453	38,075
	<u>570,559</u>	<u>835,403</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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	Employer identification number (EIN) or
	WORMSLOE FOUNDATION, INC.	58-6034319
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	22 W. BRYAN STREET, PMB 300	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SAVANNAH, GA 31401	

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 (section 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 ► **CRAIG BARROW, III**

Telephone No. ► **(912) 234-5400**

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 **8/15**, 20 **13**, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

► ☒ calendar year 20 **12** or► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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	\$	6,313.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,113.
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	\$	5,200.

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.