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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 GEORGIA PINE LEVEL FOUNDATION, INC		A Employer identification number 58-6163477
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1908		B Telephone number (see instructions) (404) 813-1316
City or town, state, and ZIP code ORLANDO FL 32802-1908		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,348,533	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
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		14,400 190,515 182,232 9,887 961,542 944,026
1 Contributions, gifts, grants, etc., received (attach schedule)		14,400
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B		
3 Interest on savings and temporary cash investments		
4 Dividends and interest from securities		190,515
5 a Gross rents		182,232
b Net rental income or (loss)		
6 a Net gain or (loss) from sale of assets not on line 10		746,740
b Gross sales price for all assets on line 6a 1,735,193		
7 Capital gain net income (from Part IV, line 2)		746,740
8 Net short-term capital gain		
9 Income modifications		
10 a Gross sales less returns and allowances		
b Less Cost of goods sold		
c Gross profit or (loss) (attach schedule)		
11 Other income (attach schedule)		9,887
12 Total. Add lines 1 through 11		15,054
		944,026
		0
Operating and Administrative Expenses		961,542 944,026 0
13 Compensation of officers, directors, trustees, etc		
14 Other employee salaries and wages		
15 Pension plans, employee benefits		
16 a Legal fees (attach schedule)		
b Accounting fees (attach schedule)		
c Other professional fees (attach schedule)		
17 Interest RECEIVED		38,781
18 Taxes (attach schedule) (see instructions)		19,391
19 Depreciation (attach schedule) and depletion		
20 Occupancy 3 AUG 13 2013		4,955
21 Travel, conferences, and meetings		804
22 Printing and publications		
23 Other expenses (attach schedule) UT		8,598
24 Total operating-and-administrative expenses		7,598
Add lines 13 through 23		1,000
25 Contributions, gifts, grants paid		52,334
26 Total expenses and disbursements. Add lines 24 and 25		27,793
		0
		20,391
		276,000
		296,391
27 Subtract line 26 from line 12		
a Excess of revenue over expenses and disbursements		633,208
b Net investment income (if negative, enter -0-)		916,233
c Adjusted net income (if negative, enter -0-)		0

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

9/11

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
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	25,093	91,429
	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 schedule) ►		
		Less allowance for doubtful accounts ►		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10 a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)		
	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)	4,329,747	4,897,113
	14	Land, buildings, and equipment basis ►		
Net Assets or Fund Balances		Less accumulated depreciation (attach schedule) ►		
	15	Other assets (describe ►))		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,354,840	4,988,542
	17	Accounts payable and accrued expenses		
	18	Grants payable		
Net Assets or Fund Balances	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 ►))	0	0
	23	Total liabilities (add lines 17 through 22)		
Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.		
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>		and complete lines 27 through 31.		
27	Capital stock, trust principal, or current funds	4,340,050	4,988,542	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	14,790		
30	Total net assets or fund balances (see instructions)	4,354,840	4,988,542	
31	Total liabilities and net assets/fund balances (see instructions)	4,354,840	4,988,542	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,354,840
2	Enter amount from Part I, line 27a	2	633,208
3	Other increases not included in line 2 (itemize) ► FEDERAL EXCISE TAX REFUND	3	494
4	Add lines 1, 2, and 3	4	4,988,542
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	4,988,542

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 See Attached Statement					
b See Attached Statement					
c See Attached Statement					
d See Attached Statement					
e See Attached Statement					
(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			0		
b			0		
c			0		
d			0		
e			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			0		
b			0		
c			0		
d			0		
e			0		
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	746,740	
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	0	

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	269,678	5,241,814	0.051447
2010	277,908	4,943,400	0.056218
2009	291,485	4,995,043	0.058355
2008	343,988	6,066,131	0.056706
2007	278,039	6,618,535	0.042009

2 Total of line 1, column (d) 2 0 264735

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 0.052947

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 6,186,580

5 Multiply line 4 by line 3 5 327,561

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 9,162

7 Add lines 5 and 6 7 336,723

8 Enter qualifying distributions from Part XII, line 4 8 296,391

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 ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 2,849

b Exempt foreign organizations—tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 15,088

d Backup withholding erroneously withheld

6d

7 Total credits and payments Add lines 6a through 6d

7 17,937

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

9 390

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 0

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

Refunded ►

11 0

Part VII-A Statements Regarding Activities

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?

Yes No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b X

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

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?

2 X

If "Yes," attach a detailed description of the activities

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

4 a 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?

4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

6 X

• 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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b X

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

9 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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10 X

*Please note that this amount includes \$2 00 of interest

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 ► N/A	13	X
14	The books are in care of ► SUNTRUST BANK Located at ► 1155 PEACHTREE ST NE ATLANTA GA	Telephone no ► (404) 813-1316	ZIP+4 ► 30309
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X No

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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"/>	
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?		
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 ► 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)		
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?	<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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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
 Yes No
 Yes No
 Yes No
 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)?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

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? If "Yes" to 6b, file Form 8870

Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
SUNTRUST BANK P O BOX 4655 ATLANTA, GA 30302 0	AGENT AS REQ'D	0		
ROBERT F. HATCHER PO BOX 5001 MACON, GA 31208	PRESIDENT/DIR AS REQ'D	0		
ROBERT F. HATCHER, JR. PO BOX 5001 MACON, GA 31208	SECRETARY AS REQ'D	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				►

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 NONE	
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 NONE	
2	

All other program-related investments. See instructions

3 NONE	
Total. Add lines 1 through 3 ►	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	6,164,664
b	Average of monthly cash balances	1b	116,128
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,280,792
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,280,792
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	94,212
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,186,580
6	Minimum investment return. Enter 5% of line 5	6	309,329

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	309,329
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,325
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,325
3	Distributable amount before adjustments Subtract line 2c from line 1	3	291,004
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	291,004
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	291,004

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	296,391
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	296,391
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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	296,391
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				291,004
2 Undistributed income, if any, as of the end of 2012			0	
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				
b From 2008				
c From 2009	19,742			
d From 2010	33,832			
e From 2011	10,436			
f Total of lines 3a through e	64,010			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 296,391				
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				291,004
e Remaining amount distributed out of corpus	5,387			
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:	69,397			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
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			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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	69,397			
10 Analysis of line 9				
a Excess from 2008	19,742			
b Excess from 2009	33,832			
c Excess from 2010	10,436			
d Excess from 2011	5,387			
e Excess from 2012				

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

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►		
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)		
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
b	85% of line 2a				0		
c	Qualifying distributions from Part XII, line 4 for each year listed				0		
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0		
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0		
3	Complete 3a, b, or c for the alternative test relied upon						
a	"Assets" alternative test—enter						
(1)	Value of all assets				0		
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0		
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0		
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)				0		
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0		
(3)	Largest amount of support from an exempt organization				0		
(4)	Gross investment income				0		

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))

ROBERT F HATCHER

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 ► 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

GA PINE LEVEL FOUNDATION PO BOX 4655, MC 221 ATLANTA, GA 30302 (404) 588-7227

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

LETTER OF REQUEST AND IRS TAX EXEMPT LETTER

c Any submission deadlines

NONE

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

GA CONCERN PRIMARILY IN BIBB COUNTY (MACON)

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 Attached Statement				
Total				► 3a 276,000
b Approved for future payment NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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

**Sign
Here**

Signature of officer or trustee

Date _____

→ TRUSTEE

Signature of officer or trustee		Date	Date
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	DONALD J. ROMAN		7/22/2013
	Firm's name ► PRICEWATERHOUSECOOPERS, LLP		Firm's EIN ► 13-4008324
Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219		Phone no 412-355-6000	
		Check <input checked="" type="checkbox"/> if self-employed	PTIN
		P00364310	

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2012

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization**Employer identification number**GEORGIA PINE LEVEL FOUNDATION, INC

58-6163477

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ -----

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization GEORGIA PINE LEVEL FOUNDATION, INC.	Employer identification number 58-6163477
---	--

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT F. HATCHER PO BOX 5001 MACON GA 31208 Foreign State or Province _____ Foreign Country _____	\$ 14,400	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization <u>GEORGIA PINE LEVEL FOUNDATION, INC</u>	Employer identification number <u>58-6163477</u>
--	--

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	5,000 SHARES OF BB&T STOCK	\$ 165,550	9/28/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----



IA GA PINE LEVEL FDN NON-DIRECT
ACCOUNT NO. 1129613

PORTFOLIO DETAIL
AS OF 12/31/12

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE \$ OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO Mkt)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
CORPORATE OBLIGATIONS						
50,000	BAXTER INTL INC SR UNSEC'D BDS DTD 03/09/10 4.250% DUE 03/15/20 CALLABLE CUSIP: 071813BC2 MOODY'S RATING: A3	56,982.50 113.965 1.83 \$	51,929.00 103.86	5,053.50	2,125	3.73 % 2.15 %
25,000	BRETON DICKINSON & CO GLOBAL SR NT DTD 05/15/09 5.000% DUE 05/15/19 CUSIP: 07588TAU3 MOODY'S RATING: A3	29,632.75 118.531 0.95 \$	29,074.00 116.30	558.75	1,250	4.22 % 1.90 %
50,000	BERKSHIRE HATHAWAY INC GLOBAL SR UNSEC'D NT DTD 01/31/12 3.400% DUE 01/31/22 CUSIP: 084670BF4 MOODY'S RATING: AA2	53,860.50 107.721 1.73 \$	51,495.00 102.99	2,365.50	1,700	3.16 % 2.45 %
50,000	CISCO SYSTEMS INC GLOBAL SR UNSEC'D BDS DTD 03/16/11 3.150% DUE 03/14/17 CALLABLE CUSIP: 17275RAK8 MOODY'S RATING: A1	54,308.50 108.617 1.75 \$	51,181.80 102.36	3,126.70	1,575	2.90 % 1.05 %
100,000	GOLDMAN SACHS GROUP INC NOTES DTD 01/12/05 5.125% DUE 01/15/15 CUSIP: 38141GBA8 MOODY'S RATING: A3	107,428.00 107.428 3.46 \$	99,805.00 99.80	7,623.00	5,125	4.77 % 1.42 %



IA GA PINE LEVEL FDN NON-DIRECT
ACCOUNT NO. 1129613

PORTFOLIO DETAIL
AS OF 12/31/12

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE \$ OR MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO Mkt)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
45,000	MORGAN STANLEY DW MULTI STEP CPN BD SR UNSEC'D MIN DTD 09/22/10 VAR RT DUE 09/22/20 CALLABLE CUSIP: 61745EE31 MOODY'S RATING: BAA1	45,247.05 100.549 1.46 \$	44,381.25 98.62	865.80	1,800	3.98 % 3.92 %
50,000	Pfizer Inc NOTES DID 02/19/03 4.650% DUE 03/01/18 CUSIP: 717081AQ6 MOODY'S RATING: A1	58,019.50 116.039 1.87 \$	57,848.00 115.70	171.50	2,325	4.01 % 1.42 %
25,000	PRAIRIE INC SR UNSEC'D DTD 08/13/09 4.500% DUE 08/15/19 CALLABLE CUSIP: 74005PAU8 MOODY'S RATING: A2	28,945.75 115.783 0.93 \$	28,483.00 113.93	462.75	1,125	3.89 % 1.95 %
50,000	SHELL INT'L FIN BV GLOBAL CO GTD BDS DTD 09/22/09 4.300% DUE 09/22/19 CALLABLE CUSIP: 822582AJ1	57,925.00 115.850 1.86 \$	52,805.00 105.61	5,120.00	2,150	3.71 % 1.79 %
50,000	STATE STREET CORP SR UNSEC'D NT DTD 03/07/11 4.375% DUE 03/07/21 CUSIP: 857477AG8 MOODY'S RATING: A1	59,113.50 116.227 1.87 \$	52,027.00 104.05	6,086.50	2,188	3.77 % 2.20 %
25,000	TOTAL CAPITAL SA GLOBAL CO GTD BDS DTD 09/15/10 2.300% DUE 03/15/16 CUSIP: 89152UAE2	25,975.00 103.900 0.84 \$	25,787.75 103.15	187.25	575	2.21 % 1.06 %



IA GA PINE LEVEL FDN NON-DIRECT
ACCOUNT NO. 1129613

PORTFOLIO DETAIL
AS OF 12/31/12

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MTC)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
25,000	WAL-MART STORES INC SR UNSEC'D BD DTD 01/3/09 4.125% DUE 02/01/19 CUSIP: 931142CP6 MOODY'S RATING: AA2	28,446.00 113.784 0.91 \$	28,117.75 112.47	328.25	1,031	3.62 % 1.73 \$
	TOTAL CORPORATE OBLIGATIONS	604,884.05		572,934.55	31,949.50	22,969 <u>3.80 %</u>
	MUNICIPAL OBLIGATIONS					
50,000	EVERETT WA TAMABLE LTD TAX GEN'L OBLIG LTD DTD 03/26/10 2.125% DUE 12/01/13 CUSIP: 300001JMM2 MOODY'S RATING: N/R	50,651.00 101.302 1.63 \$	50,078.50 100.16	572.50	1,063	2.10 % 0.70 \$
	EQUITY SECURITIES					
	MUTUAL FUNDS-EQUITY					
875	ISHARES TR RUSSELL MIDCAP GROWTH INDEX ETP CUSIP: 464287481	54,950.00 62,800 1.77 \$	24,560.50 28.07	30,389.50	723	1.32 % 0.00 \$
910	ISHARES TR RUSSELL MIDCAP VALUE INDEX ETP CUSIP: 464287473	45,718.40 50,240 1.47 \$	19,264.70 21.17	26,453.70	956	2.09 % 0.00 \$
5,500	ISHARES TR RUSSELL 1000 GROWTH INDEX ETP CUSIP: 464287614	360,195.00 65,490 11.59 \$	335,466.63 60.59	24,728.37	5,962	1.66 % 0.00 \$



IA GA PINE LEVEL FDN NON-DIRECT
ACCOUNT NO. 1129613

PORTFOLIO DETAIL

AS OF 12/31/12

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<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE MARKET PRICE \$ OF 'MARKET'</u>	<u>FED TAX COST COST PER UNIT</u>	<u>UNREALIZED GAIN/LOSS (FED TO Mkt)</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>INCOME YIELD AT MARKET/ YIELD TO MATURITY</u>
250	ISHARES TR RUSSELL 2000 GROWTH INDEX ETF CUSIP: 464287548	23,827.50 95.310 0.77 \$	10,032.50 40.13	13,795.00	349	1.46 % 0.00 \$
300	ISHARES TR RUSSELL 2000 VALUE INDEX ETF CUSIP: 464287630	22,653.00 75.510 0.73 \$	10,666.39 35.55	11,986.61	567	2.50 % 0.00 \$
3,200	SPDR S&P 500 ETP TR CUSIP: 78462F103	455,712.00 142.410 14.66 \$	352,917.62 110.29	102,794.38	9,930	2.18 % 0.00 \$
4,250	SPDR S&P TR S&P DIVIDEND ETP CUSIP: 78464A763	247,180.00 58.160 7.95 \$	237,753.37 55.94	9,426.63	8,113	3.28 % 0.00 \$
4,000	VANGUARD INTL EQUITY INDEX FDS MSCI EMERGING MKTS ETF CUSIP: 922042858	176,120.00 44.530 5.73 \$	169,332.71 42.33	8,787.29	3,900	2.19 % 0.00 \$
TOTAL MUTUAL FUNDS-EQUITY		<u>1,388,355.90</u>	<u>1,159,994.42</u>	<u>228,361.48</u>	<u>30,500</u>	<u>2.20 %</u>
TOTAL EQUITY SECURITIES		<u>1,388,355.90</u>	<u>1,159,994.42</u>	<u>228,361.48</u>	<u>30,500</u>	<u>2.20 %</u>



IA GA PINE LEVEL FDN NON-DIRECT
ACCOUNT NO. 1129613

PORTFOLIO DETAIL

AS OF 12/31/12

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<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE # OF MARKET</u>	<u>FED TAX COST COST PER UNIT</u>	<u>UNREALIZED GAIN/LOSS (FED TO MKT)</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>INCOME YIELD AT MARKET/ YIELD TO MATURITY</u>
SHIP & MONEY MARKET FUNDS						
18,760.54	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DP5	18,760.54 1.000 0.60 \$	18,760.54 1.00 0.60 \$	0.00	2	0.01 % 0.00 %
	INCOME PORTFOLIO TOTAL	18,760.54	18,760.54	0.00	2	0.01 %



Account Holdings Report

As of Date: 12/31/2012

GEORGIA PINE LEVEL FOUNDATION CUST (7946621)

Printed on 4/24/2013 12:51:29 PM

Account Holdings Report						
Category		Symbol	Description	Units	Market Value	Portfolio
CASH EQUIVALENTS						
999999998	UNINVESTED CASH			2,040.00	1	\$2,040.00
						0.06%
999999998	UNINVESTED CASH			(2,040.00)	P	(\$2,040.00)
						-0.06%
						(\$2,040.00)
CORPORATE OBLIGATIONS						
422821986	HEIGHTS FINANCE CORP			250,000.00	P	\$250,000.00
	SUBD DEB SER G UNREGD					7.72%
	DTD 01/01/10 10.000% DUE					
	06/30/14					
	SUBSIDIARY OF					
	MIDCOUNTRY FIN CORP					
EQUITY SECURITIES						
054937107	BB&T CORP			17,100.00	P	\$497,781.00
	COM					15.37%
						\$46,102.00
191216100	COCA-COLA CO			8,000.00	P	\$290,000.00
	COM					8.85%
						\$120,474.24
992499SV6	MAP 2006			1.00	P	\$250,000.00
	DELAWARE LTD					7.72%
	PARTNERSHIP					
	SUBSCRIPTION AGMT &					
	POA					
						\$250,000.00
						\$0.00
						\$0.00
						\$169,525.76



Account Holdings Report

As of Date: 12/31/2012

GEORGIA PINE LEVEL FOUNDATION CUST (7946621)

Printed on 4/24/2013 12:51:29 PM

Customer ID	Customer Name	Units	Price	Market Value	% Portfolio	Tax Cost	Accrued Income	Unrealized Gains
9911260N4	MAP 2012 DELAWARE LTD PARTNERSHIP SUBSCRIPTION AGMT & POA	1.00	P	\$55,000.00	1.70%	\$55,000.00	\$0.00	\$0.00
595652108	MIDCOUNTRY FINL CORP COM	105,245.00	P	\$1,127,173.95	34.79%	\$1,081,678.30	\$0.00	\$65,495.65
59499D923	MIDCOUNTRY FINL CORP SER A-1 CONV PFD	2,000.00	P	\$559,597.50	17.27%	\$200,000.00	\$0.00	\$359,597.50
595652991	MIDCOUNTRY FINL CORP SER C FLTG PFD	8,000.00	P	\$200,000.00	6.17%	\$200,000.00	\$0.00	\$200,000.00
595652926	MIDCOUNTRY FINL CORP WTS EXP 09/29/14	8,000.00	P	\$8,000.00	0.25%	\$0.00	\$0.00	\$8,000.00
STIF & MONEY MARKET FUNDS								
609010DF7	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10	2,040.00	P	\$2,040.00	0.06%	\$2,040.00	\$0.09	\$0.00
Portfolio Totals:				\$3,239,592.45	100.00%	\$2,185,295.54	\$68.58	\$1,254,297.91

GEORGIA PINE LEVEL FOUNDATION, INC

58-6163477 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	276,000

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

149 BENEFICIARY DISTRIBUTIONS

586163477

11/21/12		0 Units	Reg Code. 000	-2,000 00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION ANNUAL FUND BOYS AND GIRLS CLUB		
11/21/12		0 Units	Reg Code 000	-5,000 00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION FINAL PAYMENT ON PLEDGE THE GEORGIA METH PROJECT		
11/21/12		0 Units	Reg Code 000	-2,500 00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION UNRESTRICTED-ANNUAL SUPPORT GEORGIA PUBLIC POLICY FOUNDATION		
11/21/12		0 Units	Reg Code. 000	-10,000 00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION ANNUAL FUND MACON STATE COLLEGE		
11/21/12		0 Units	Reg Code: 000	-8,000.00	0.00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION FINAL PAYMENT ON PLEDGE MUSEUM OF ARTS AND SCIENCES		
11/21/12		0 Units	Reg Code: 000	-5,000 00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION ANNUAL FUND MUSEUM OF ARTS AND SCIENCES		
11/21/12		0 Units	Reg Code: 000	-2,500 00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION PAYMENT ON PLEDGE-UNRESTRICTED NEWTOWN MACON		
11/21/12		0 Units	Reg Code: 000	-1,000 00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION ANNUAL FUND SALVATION ARMY		
11/21/12		0 Units	Reg Code 000	-5,000 00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION ANNUAL FUND STRATFORD ACADEMY		
11/21/12		0 Units	Reg Code: 000	-5,000 00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION PAYMENT ON PLEDGE U S. SKI TEAM		
11/21/12		0 Units	Reg Code 000	-5,000.00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION STATE BOTANICAL GARDEN-PAYMENT ON PLEDGE UNIVERSITY OF GEORGIA FOUNDATION		
11/21/12		0 Units	Reg Code: 000	-2,000 00	0 00
7946621	Added:	111 12/05/12	BENEFICIARY DISTRIBUTION UNRESTRICTED-ANNUAL FUND WESLEYAN COLLEGE		

149 BENEFICIARY DISTRIBUTIONS

586163477

11/21/12		0 Units	Reg Code 000	-125,000.00	0 00
7946621	Added: 111 12/05/12	BENEFICIARY DISTRIBUTION ADDITION TO GEORGIA PINE LEVEL FOUNDATION FUND COMMUNITY FOUNDATION OF CENTRAL GEORGIA			
11/21/12		0 Units	Reg Code. 000	-50,000 00	0.00
7946621	Added: 111 12/05/12	BENEFICIARY DISTRIBUTION FOR STETSON SCHOOL OF BUSINESS-CURRENT OPERATIONS MERCER UNIVERSITY			
11/21/12		0 Units	Reg Code 000	-45,000 00	0 00
7946621	Added: 111 12/05/12	BENEFICIARY DISTRIBUTION FINAL PAYMENT ON PLEDGE STRATFORD ACADEMY			
12/03/12		0 Units	Reg Code 000	-5,000 00	0 00
1129613	Added: 121 12/11/12	BENEFICIARY DISTRIBUTION ANNUAL FUND-WATER AND SANITATION PROJECTS ROTARY FOUNDATION			
Total For: GEORGIA PINE LEVEL FOUNDATION				-276,000 00	0 00
Total for Taxcode: 149				-276,000 00	0 00
Total for Distributions:				-276,000 00	0 00
Total for all Tax Codes:				54,754.76	785,756.80

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss		
											Other sales	Totals	Gross Sales	1,735,193	Cost, Other Basis and Expenses	988,453	Net Gain or Loss
1 X ABERDEEN EQUITY LONG SH	003020336				2/19/2010		2/28/2012	11,000	10,443				0	0	0	0	
2 X BB&T CORP COM	054937107				4/12/2001		9/13/2012	193,654	15,385				0	0	178,269	180,598	
3 X BB&T CORP COM	054937107				1/17/2003		9/13/2012	197,876	17,280				0	0	-45,326	180,596	
4 X BB&T CORP COM	054937107				11/25/2005		9/13/2012	153,452	202,778				0	0	229,936	229,936	
5 X BB&T CORP COM	054937107				11/30/2003		9/13/2012	197,876	17,280				0	0	0	0	
6 X BB&T CORP COM	054937107				11/15/2007		9/13/2012	26,520	19,384				0	0	0	0	
7 X BARCLAYS BK P/C	4500%				5/25/2011		9/13/2012	50,000	50,175				0	0	-175	0	
8 X FED FARM CR BK	4 950%	3133XF09			3/11/2008		11/12/2012	29,125	25,809				0	0	3,316	0	
9 X FORUM ABSOLUTE STRATEG		348841600			2/27/2008		2/28/2012	9,000	8,795				0	0	-209	-1,112	
10 X HEMLETT PACKARD CO	2 220	424236BE2			5/19/2011		11/20/2012	48,836	49,948				0	0	0	0	
11 X ISHARES RUSSELL MIDCAP Y	-46.26%47.3				2/24/2011		9/19/2012	10,498	9,788				0	0	700	0	
12 X ISHARES RUSSELL MIDCAP Y					3/10/2009		9/19/2012	9,469	4,022				0	0	5,467	0	
13 X ISHARES RUSSELL MIDCAP Y					2/28/2012		9/19/2012	11,495	11,187				0	0	0	0	
14 X ISHARES RUSSELL MIDCAP Y					2/24/2011		9/19/2012	9,168	8,552				0	0	636	0	
15 X ISHARES TR RUSSELL 1000 Y		11/19/2009			2/28/2012		69,912	57,505	0			0	0	0	0	12,407	
16 X ISHARES TR RUSSELL 1000 Y		11/19/2009			11/20/2012		28,059	22,662	0			0	0	0	0	5,397	
17 X ISHARES TR RUSSELL 1000 Y		9/19/2012			11/20/2012		162,658	172,700	0			0	0	0	0	-10,032	
18 X ISHARES TR RUSSELL 2000 Y		3/10/2009			3/10/2009		14,185	7,003	0			0	0	0	0	7,182	
19 X ISHARES TR RUSSELL 2000 Y		3/10/2009			2/28/2012		9,418	4,440	0			0	0	0	0	4,978	
20 X ISHARES TR RUSSELL 2000 Y		9/19/2012			11/20/2012		3,517	3,909	0			0	0	0	0	-292	
21 X ISHARES TR RUSSELL 2000 Y		3/10/2009			1/20/2012		16,089	7,223	0			0	0	0	0	8,866	
22 X ISHARES TR RUSSELL 2000 Y		3/10/2009			2/28/2012		9,077	3,812	0			0	0	0	0	5,265	
23 X MERCK & CO INC	-2.250%	5893331A81			5/24/2011		11/20/2012	52,348	50,192				0	0	0	0	2,156
24 X PIMCO COMMODITY REALTY		722005687			11/19/2009		9/18/2012	25,128	29,000				0	0	0	0	-3,871
25 X SPDR S&P 500 ETF		2/28/2012			2/28/2012		6,034	6,000	0			0	0	0	0	34	
26 X SPDR S&P 500 ETF TR		784621103			9/19/2012		11/20/2012	16,660	17,615				0	0	0	0	-955
27 X SPDR S&P 500 ETF TR		784621103			2/24/2011		11/20/2012	4,165	3,926				0	0	0	0	239
28 X SPDR S&P 500 ETF TR		9/19/2012			11/20/2012		24,229	25,032	0			0	0	0	0	-803	
29 X US TRSY INFL INDEX	3.315%	912827715			5/24/2004		1/17/2012	114,719	126,508				0	0	0	0	-11,789
30 X SECTION 1231 GAIN								-348					0	0	0	0	-348
31 X ST GAIN FIRM PARTNERSHIP								-663					0	0	0	0	-663
32 X LT GAIN FROM PARTNERSHIP								30					0	0	0	0	30

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER PARTNERSHIP INCOME	9,887	15,054	0

Part I, Line 16c (990-PF) - Other Professional Fees

	38,781	19,391	0	19,391
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 INVESTMENT MANAGEMENT FEES	38,781	19,391		19,391

Part I, Line 18 (990-PF) - Taxes

		4,955	804	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	804	804		
2	PY EXCISE TAX DUE	1,302			
3	ESTIMATED EXCISE PAYMENTS	2,849			

Part I, Line 23 (990-PF) - Other Expenses

		8,598	7,598	0	1,000
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PARTNERSHIP EXPENSES	7,598	7,598		
2	MEMBERSHIP FEE	1,000			1,000

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	BEGINNING BOOK VALUE		4,329,747	4,897,113	6,257,104
2	SEE ATTACHED			0	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount		74,684										0	
	Long Term CG Distributions	Short Term CG Distributions	1,733,137		0		988,453		0		Adjusted Basis as of 12/31/69		0	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date	Date Sales Price	Gross	Depreciation Allocated	Adjustments	Expense of Sale	Gain or Loss	F M V as of 12/31/69	Excess of FAV Over Adj Basis	Gain or Losses of FAV Over Adjusted Basis	
1 ABERDEEN EQUITY LONG SHORT-1	003020338		2/19/2010	2/29/2012	11,000				10,443	557			0	0
2 BBAT CORP COM	054537107		4/12/2001	9/1/2012	193,654				15,355	178,289			0	0
3 BBAT CORP COM	054537107		11/2/2003	9/1/2012	187,876				17,280	160,596			0	0
4 BBAT CORP COM	054537107		11/25/2005	9/1/2012	153,452				202,778	49,326			0	0
5 BBAT CORP COM	054537107		11/29/2003	9/1/2012	197,816				17,280	180,596			0	0
6 BBAT CORP COM	054537107		11/29/2003	9/1/2012	197,816				19,584	226,339			0	0
7 BARCLAYS PLC 4.500% 2/17/21	054537107		1/15/2007	9/19/2012	246,520				50,175	-75			0	0
8 FED FARM CR BK 4.980% 10/3/17	31331XFD0		3/17/2008	11/20/2012	50,000				25,809	3,318			0	0
9 FORUM ABSOLUTE STRATEGIES-1	31984TB00		2/27/2008	2/28/2012	9,000				6,756	205			0	0
10 HENKELT PACKARD CO 2.2004% 1/20/1	428236BE2		5/19/2011	11/20/2012	48,836				49,948	-1,112			0	0
11 SHARES RUSSELL MIDCAP VALUE IND	464287473		2/24/2011	9/19/2012	10,458				9,788	707			0	0
12 SHARES RUSSELL MIDCAP VALUE IND	464287473		3/10/2009	9/19/2012	9,469				4,022	5,487			0	0
13 SHARES RUSSELL MIDCAP GROWTH IND	464287481		2/28/2012	9/19/2012	11,405				11,187	218			0	0
14 SHARES RUSSELL MIDCAP GROWTH IND	464287481		2/24/2011	9/19/2012	9,188				9,552	636			0	0
15 SHARES TR RUSSELL 1000 VALUE IND	464287598		11/9/2009	2/28/2012	69,912				57,505	12,407			0	0
16 SHARES TR RUSSELL 1000 VALUE IND	464287598		11/9/2009	1/12/2012	28,059				22,682	5,387			0	0
17 SHARES TR RUSSELL 1000 GROWTH IND	464287614		9/19/2012	1/12/2012	162,668				172,700	-10,032			0	0
18 SHARES TR RUSSELL 2000 VALUE IND	464287630		3/10/2008	1/12/2012	14,185				7,003	7,182			0	0
19 SHARES TR RUSSELL 2000 VALUE IND	464287630		3/10/2009	2/28/2012	9,418				4,440	4,978			0	0
20 SHARES TR RUSSELL 2000 VALUE IND	464287630		3/10/2009	2/28/2012	3,577				3,809	-292			0	0
21 SHARES TR RUSSELL 2000 GROWTH IND	464287648		3/10/2009	1/12/2012	16,059				7,223	8,886			0	0
22 SHARES TR RUSSELL 2000 GROWTH IND	464287648		3/10/2009	2/28/2012	9,077				3,812	5,265			0	0
23 MERCK & CO INC 2.250% 1/15/16	58533YAB1		5/24/2011	1/12/2012	52,348				50,192	2,156			0	0
24 PIMCO COMMODITY REALTN STRATE	722005667		11/8/2009	9/19/2012	25,129				28,000	-3,871			0	0
25 PIMCO COMMODITY REALTN STRATE	722005667		2/28/2012	9/19/2012	6,034				6,000	-34			0	0
26 SPDR S&P 500 EFT TR	78462F103		9/19/2012	1/12/2012	16,690				17,615	-355			0	0
27 SPDR S&P 500 EFT TR	78462F103		2/24/2011	1/12/2012	4,165				3,926	239			0	0
28 SPDR S&P 500 EFT TR	78462F103		9/19/2012	1/12/2012	24,239				23,032	-503			0	0
29 IS TRY INDEX 3.375% 1/15/12	91282715		5/24/2004	1/17/2012	114,719				128,508	-11,789			0	0
30 SECTION 1231 GAIN										-348	0		0	-863
31 SIT GAIN FROM PARTNERSHIP										-683	0		0	-30
32 SIT GAIN FROM PARTNERSHIP										30	0		0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQD	Compensation	Benefits	Expense Account
1	SUNTRUST BANK		P O BOX 4655	ATLANTA	GA	30302		AGENT		0	0	0
2	ROBERT F HATCHER		PO BOX 5001	MACON	GA	31208		PRESIDENT/AS REQD DIR		0	0	
3	ROBERT F HATCHER, JR		PO BOX 5001	MACON	GA	31208		SECRETARY/AS REQD		0	0	
										0	0	0

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

List Managers who contributed more than 2%
of the total contributions received by the foundation

1 ROBERT F HATCHER

2
3
4
5
6
7
8
9
10

List Managers who own 10% or more of the stock
of a corporation of which the foundation has a 10%
or greater interest

1 NONE

2
3
4
5
6
7
8
9
10

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		1
2 First quarter estimated tax payment	5/9/2012	2 623
3 Second quarter estimated tax payment	6/6/2012	3 622
4 Third quarter estimated tax payment	9/4/2012	4 622
5 Fourth quarter estimated tax payment	12/12/2012	5 982
6 Other payments		6
7 Total		7 2,849

PART VII-A, QUESTION 12

The Georgia Pine Foundation has made a 2012 distribution to the GA Pine Level Donor Advised Fund, of which the President and Secretary are advisors. The distribution was made on 11/21/2012 in the amount of \$125,000 to the Community Foundation and treated as a Qualifying Distribution in 2012. The grants distributed out of the Community Foundation are to a qualified 501(c)(3) organization.

The mission of the Community Foundation is to enhance the quality of life for the people of Central Georgia. To accomplish its mission, the Community Foundation has five primary goals: 1. To be a catalyst for the establishment of endowments to benefit the community now and for all time. 2. To provide leadership and resources in identifying and meeting local needs. 3. To serve donors' varied interests and needs. 4. To promote local philanthropy. 5. To serve as stewards of funds.

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► 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 GEORGIA PINE LEVEL FOUNDATION, INC.	Employer identification number (EIN) or 58-6163477
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 P O BOX 1908	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ORLANDO	FL 32802-1908

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 ► **SUNTRUST BANK**

Telephone No. ► **(404) 813-1316**

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 **8/15/2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► 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	\$ 17,937
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	\$ 2,849
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	\$ 15,088

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

HTA

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ►
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization GEORGIA PINE LEVEL FOUNDATION, INC.	Employer identification number (EIN) or 58-6163477
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 1908	Social security number (SSN)
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. ORLANDO	
	FL	32802-1908

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 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

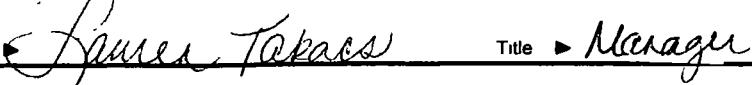
- The books are in the care of ► **SUNTRUST BANK**
Telephone No. ► (404) 813-1316 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box. ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If 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 **11/15/2013**.
- 5 For calendar year **2012**, or other tax year beginning , and ending .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 17,937
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	\$ 17,937
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 ► **Manager** Date ► **8-15-13**
Form **8868** (Rev 1-2013)