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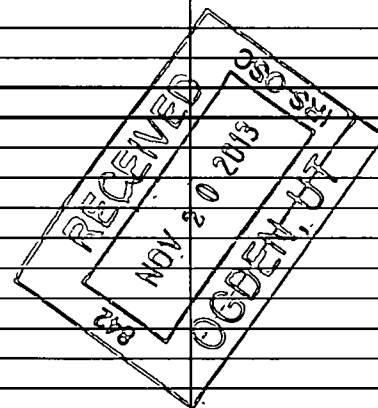
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation THE GARY W. ROLLINS FOUNDATION		A Employer identification number 58-6263946
Number and street (or P.O. box number if mail is not delivered to street address) C/O RFA MANAGEMENT CO. 1908 CLIFF VALLEY WAY		B Telephone number (see instructions) (404) 486-4676
City or town, state, and ZIP code ATLANTA, GA 30329		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	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 <input type="checkbox"/>	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) \$ 58,659,476.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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)
1 Contributions, gifts, grants, etc., received (attach schedule) <input type="checkbox"/> if the foundation is not required to attach Sch. B		3,347,244.			
2 Check <input type="checkbox"/> Interest on savings and temporary cash investments		15,458.	15,458.		ATCH 1
3 Dividends and interest from securities		1,090,985.	1,090,985.		ATCH 2
5a Gross rents		68.	68.		
b Net rental income or (loss)		68.			
6a Net gain or (loss) from sale of assets not on line 10		281,191.			
b Gross sales price for all assets on line 6a		281,191.			
7 Capital gain net income (from Part IV, line 2)			281,191.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3		17,714.	6,501.		
12 Total. Add lines 1 through 11		4,752,660.	1,394,203.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest, ATCH 4		963.	963.		
18 Taxes (attach schedule) (see instructions) ATCH 5		30,593.	2,125.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		45,918.	45,850.		
24 Total operating and administrative expenses. Add lines 13 through 23		77,474.	48,938.		
25 Contributions, gifts, grants paid		2,297,200.			2,297,200.
26 Total expenses and disbursements. Add lines 24 and 25		2,374,674.	48,938.		2,297,200.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		2,377,986.			
b Net investment income (if negative, enter -0-)			1,345,265.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		21,158.	21,075.	21,075.
	2	Savings and temporary cash investments		71,886.	174,360.	174,360.
	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) ATCH 7		223,987.	226,024.	52,880,447.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 8		6,426,691.	5,788,525.	5,583,594.	
14	Land, buildings, and equipment basis ▶					
	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)		6,743,722.	6,209,984.	58,659,476.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 9)		-10,540,911.	-13,452,635.	
23	Total liabilities (add lines 17 through 22)		-10,540,911.	-13,452,635.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		17,284,633.	19,662,619.	
	28	Paid-in or capital surplus, or land, bldg and equipment fund				
	29	Retained earnings, accumulated income, endowment or other funds				
	30	Total net assets or fund balances (see instructions)		17,284,633.	19,662,619.	
	31	Total liabilities and net assets/fund balances (see instructions)		6,743,722.	6,209,984.	

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	17,284,633.
2	Enter amount from Part I, line 27a	2	2,377,986.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	19,662,619.
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	19,662,619.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k) but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="border: 1px solid black; padding: 2px 5px; text-align: center;">2</div> <div style="margin-left: 10px;">261,191.</div> </div>		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> If gain, also enter in Part I, line 8 column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> <div style="border: 1px solid black; padding: 2px 5px; text-align: center;">3</div> <div style="margin-left: 10px;">0</div> </div>		

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

(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	2,178,917.	47,169,061.	0.046194
2010	1,248,866.	37,101,382.	0.033661
2009	1,249,366.	28,227,934.	0.044260
2008	1,500,610.	29,687,019.	0.050548
2007	1,225,136.	26,014,241.	0.047095
2 Total of line 1, column (d)			0.221753
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			0.044352
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			50,576,884.
5 Multiply line 4 by line 3			2,243,186.
6 Enter 1% of net investment income (1% of Part I, line 27b)			13,453.
7 Add lines 5 and 6			2,256,639.
8 Enter qualifying distributions from Part XII, line 4			2,297,200.

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

1a	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 instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check	1	13,453.
	- here <input checked="" type="checkbox"/> 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-)	2	
3	Add lines 1 and 2	3	13,453.
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	13,453.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	28,268.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	33,268.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,815.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 19,815. Refunded <input type="checkbox"/> 11		

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
<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>		
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 ► \$ <u>0</u> (2) On foundation managers ► \$ <u>0</u>		
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? <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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address <u>N/A</u>				
14	The books are in care of <u>LOU ROBINSON</u> Telephone no <u>404-486-4676</u>			
	Located at <u>1908 CLIFF VALLEY WAY ATLANTA, GA</u> ZIP+4 <u>30329</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		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 No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	2b	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		
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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2) or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ 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)

6a Did the foundation, during the year, receive any funds directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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
ATCH 10		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

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 NONE	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	44,817,314.
b	Average of monthly cash balances	1b	348,702.
c	Fair market value of all other assets (see instructions)	1c	6,181,074.
d	Total (add lines 1a, b, and c)	1d	51,347,090.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) <u>ATTCH 11</u>	1e	4,978,768.
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	51,347,090.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	770,206.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,576,884.
6	Minimum investment return. Enter 5% of line 5	6	2,528,844.

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	2,528,844.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,453.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,453.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,515,391.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,515,391.
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	2,515,391.

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	2,297,200.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V line 8, and Part XIII, line 4	4	2,297,200.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	13,453.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,283,747.

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				2,515,391.
2 Undistributed income if any, as of the end of 2012				
a Enter amount for 2011 only			1,977,579.	
b Total for prior years 20 <u>10</u> 20 <u>09</u> 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>2,297,200.</u>				
a Applied to 2011 but not more than line 2a			1,977,579.	
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				319,621.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,195,770.
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		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

GARY W. ROLLINS

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

NONE

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

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

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

ATCH 12

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

NOT APPLICABLE

c Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 13				
Total			3a	2,297,200.
b Approved for future payment				
ATCH 14				
Total			3b	219,000.

Form **990-PF** (2012)

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) Exclusion 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	15,459.		
4 Dividends and interest from securities			14	1,090,985.		
5 Net rental income or (loss) from real estate						
a Debt-financed property			16	63.		
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	525990	-4,255.	14	6,371.		
8 Gain or (loss) from sales of assets other than inventory			18	281,191.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b <u>ATCR 15</u> _____				15,468.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-4,255.		1,409,541.		
13 Total. Add line 12, columns (b), (d), and (e)					13	1,405,286.

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	

[illegible]

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

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

OMB No 1545-0047

2012

Name of the organization

THE GARY W. POLLINS FOUNDATION

Employer identification number

58-6263946

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

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

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58-6263946

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Name of organization THE GARY W. ROLLINS FOUNDATION

Employer identification number
58-6263946**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	GARY W. ROLLINS 1908 CLIFF VALLEY WAY ATLANTA, GA 30329	\$ 3,347,244.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE GARY W. ROLLINS FOUNDATION

Employer identification number

58-6263946

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
----- ----- ----- -----	275,380 SHARES OF RPC, INC. ----- ----- -----	\$ ----- 3,347,244.	12/31/2012 ----- -----
(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
----- ----- ----- -----	----- ----- ----- -----	\$ -----	----- ----- -----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----- ----- ----- -----	----- ----- ----- -----	\$ -----	----- ----- -----

Name of organization THE GARL W. ROLLINS FOUNDATION

Employer identification number

58-6263946

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

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

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROLLINS FOUNDATION PARTNERSHIP, LP	15,458.	15,458.
TOTAL	<u>15,458.</u>	<u>15,458.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROLLINS FOUNDATION PARTNERSHIP, LP	102,555.	102,555.
THE NORTHERN TRUST COMPANY	988,430.	988,430.
TOTAL	<u>1,090,985.</u>	<u>1,090,985.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROYALTY INCOME	56.	56.
OTHER PORTFOLIO INCOME FROM K-1	789.	789.
UBTI	-4,255.	
FEDERAL TAX REFUNDED	15,468.	
CANCELLATION OF DEBT	10.	10.
OTHER INCOME FROM K-1	1,689.	1,689.
ORDINARY BUSINESS INCOME FROM K-1	3,957.	3,957.
TOTALS	<u>17,714.</u>	<u>6,501.</u>

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROLLINS FOUNDATION PARTNERSHIP	960.	960.
THE NORTHERN TRUST COMPANY	3.	3.
TOTALS	<u>963.</u>	<u>963.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	2,125.	2,125.
FEDERAL EXCISE TAX	28,268.	
UBTI RELATED TAX	200.	
TOTALS	<u>30,593.</u>	<u>2,125.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CUSTODY FEES	750.	750.
INVESTMENT EXPENSE FROM K-1	45,017.	45,017.
NON-DEDUCTIBLE EXPENSES	68.	
INVESTMENT EXP FROM SUNTRUST	83.	83.
TOTALS	<u>45,918.</u>	<u>45,850.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
2,246,361 SHS ROLLINS, INC.	223,987.	49,509,796.
275,380 SHS RPC, INC.	2,037.	3,370,651.
TOTALS	<u>226,024.</u>	<u>52,880,447.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ROLLINS FOUNDATION PARTNERSHIP	5,788,525.	5,583,594.
TOTALS	<u>5,788,525.</u>	<u>5,583,594.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
CUMULATIVE BOOK/TAX DIFFERENCES IN INVESTMENTS	2,063,746.
UNREALIZED GAIN ON INVESTMENTS	-15,516,381.
TOTALS	<u>-13,452,635.</u>

THE GARY W. ROLLINS FOUNDATION

58-6263946

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

GARY W. ROLLINS
1908 CLIFF VALLEY WAY
ATLANTA, GA 30329

TRUSTEE
1.00

0 0 0

RUTH M. ROLLINS
95 VALLEY ROAD
ATLANTA, GA 30305

TRUSTEE
1.00

0 0 0

R. RANDALL ROLLINS
1908 CLIFF VALLEY WAY
ATLANTA, GA 30329

TRUSTEE
1.00

0 0 0

PAMELA R. ROLLINS
1908 CLIFF VALLEY WAY
ATLANTA, GA 30329

TRUSTEE
1.00

0 0 0

AMY ROLLINS KREISLER
1908 CLIFF VALLEY WAY
ATLANTA, GA 30329

TRUSTEE
1.00

0 0 0

GRAND TOTALS

ATTACHMENT 11FORM 990PF, PART X - REDUCTION CLAIMED FOR BLOCKAGE

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ROLLINS, INC. BLOCKAGE DISCOUNT	4,978,685.
RPC, INC. BLOCKAGE DISCOUNT	83.
TOTAL	<u>4,978,768.</u>

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

NOT APPLICABLE

THE GARY W ROLLINS FOUNDATION

58-6263946

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ATLANTA BOTANICAL GARDENS 1345 PIEDMONT AVE NE ATLANTA, GA 30309	N/A PUBLIC		ANNUAL CAMPAIGN	20,000
ATLANTA HISTORY CENTER 130 W PACES FERRY ROAD ATLANTA, GA 30305	N/A PUBLIC		ANNUAL FUND	5,000
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PKY, NW ATLANTA, GA 30327	N/A PUBLIC		ANNUAL CAMPAIGN	10,000
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE ST NE, ST ATLANTA, GA 30309	N/A PUBLIC		ANNUAL CAMPAIGN	2,000
CAMP SUNSHINE 1850 CLAIRMONT RD DECATUR, GA 30033	N/A PUBLIC		ANNUAL CAMPAIGN	1,000
CHILDREN OF FALLEN PATRIOTS FOUNDATION PO BOX 181 OLD GREENWICH, CT 06870	N/A PUBLIC		ANNUAL CAMPAIGN	1,000

THE GARY W ROLLINS FOUNDATION

58-6263946

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CHILDREN'S HEALTHCARE OF ATLANTA 1600 TULLIE CIRCLE NE ATLANTA, GA 30329	N/A	PUBLIC	ANNUAL CAMPAIGN	200,000
CHATTAHOOCHEE NATURE CENTER 9135 WILHEO ROAD ROSWELL, GA 30075	N/A	PUBLIC	ANNUAL CAMPAIGN	1,000
EMPTY STOCKING FUND 1975 CENTURY BLVD STE 16 ATLANTA, GA 30345	N/A	PUBLIC	ANNUAL CAMPAIGN	200
PERNBANK MUSEUM OF NATURAL HISTORY 767 CLIFTON RD ATLANTA, GA 30307	N/A	PUBLIC	ANNUAL CAMPAIGN	10,000
GEORGIA METH PROJECT 3715 NORTHSIDE PARKWAY STE 1-320 ATLANTA, GA 30327	N/A	PUBLIC	ANNUAL CAMPAIGN	1,000
GEORGIA PUBLIC BROADCASTING 260 14TH STREET, NW ATLANTA, GA 30313	N/A	PUBLIC	ANNUAL CAMPAIGN	1,000

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
HIGH MUSEUM OF ART 1280 PEACHTREE ST NE ATLANTA, GA 30309	N/A PUBLIC		MOMA SERIES	200,000
HIGH MUSEUM OF ART 1280 PEACHTREE ST NE ATLANTA, GA 30309	N/A PUBLIC		MARGARET AND TERRY STENT LECTURE SERIES ENDOWMENT	2,000
JUNIOR ACHIEVEMENT 460 ABERNATHY ROAD, NE ATLANTA, GA 30309	N/A PUBLIC		TA PROGRAM	1,000
MICHAEL C CARLOS MUSEUM 571 SOUTH KILGO CIR NE ATLANTA, GA 30322	N/A PUBLIC		ANNUAL CAMPAIGN	100,000
OPERATION HOMEFRONT GEORGIA 1220 OLD CANTON ROAD MARIETTA, GA 30062	N/A PUBLIC		ANNUAL CAMPAIGN	1,000
OVARIAN CANCER INSTITUTE 225 NORTH AVE 4TH FL ATLANTA, GA 30332	N/A PUBLIC		ANNUAL CAMPAIGN	2,000

THE GARY W ROLLINS FOUNDATION

58-6263946

FORM 990-E, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PACE ACADEMY 966 W PACES FERRY RD ATLANTA, GA 30327	N/A PUBLIC		ANNUAL CAMPAIGN	5,000
PATH FOUNDATION PO BOX 14327 ATLANTA, GA 30324	N/A PUBLIC		ANNUAL CAMPAIGN	1,000
SALVATION ARMY 1150 W DRUID HILLS PD STE 150 ATLANTA, GA 30329	N/A PUBLIC		ANNUAL CAMPAIGN	1,000
SUSAN G WOMEN FOR THE CURE 5005 LBJ FREEWAY STE 250 DALLAS, TX 75244	N/A PUBLIC		ANNUAL CAMPAIGN	1,000
THE NATURE CONSERVANCY 1330 WEST PEACHTREE ST STE 410 ATLANTA, GA 30309	N/A PUBLIC		ANNUAL CAMPAIGN	5,000
THE WESTMINSTER SCHOOLS 1424 WEST PACES FERRY RD, NW ATLANTA, GA 30327	N/A PUBLIC		ANNUAL CAMPAIGN	5,000

THE GARY W ROLLINS FOUNDATION

58-6263946

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRINITY SCHOOL 4301 NORTHSIDE PARKWAY, NW ATLANTA, GA 30327		N/A PUBLIC	ENDOWMENT	200,000
TUCKER FOOTBALL LEAGUE 4377 LAWRENCEVILLE HIGHWAY TUCKER, GA 30084		N/A PUBLIC	CAPITAL CAMPAIGN	1,000
UNIVERSITY OF TN CHATTANOOGA 615 MCCALLIE AVE CHATTANOOGA, TN 37403		N/A PUBLIC	U.T. COLLEGE FUND FOR BUSINESS	20,000
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA STE 320 ALEXANDRIA, VA 22314		N/A PUBLIC	SCHOLARSHIP ENDOWMENT	500,000
PEACHTREE ROAD UNITED METHODIST CHURCH 3180 PEACHTREE ROAD NE ATLANTA, GA 30305		N/A PUBLIC	IMAGINE FUND	1,000,000
TOTAL CONTRIBUTIONS PAID				2,557,200

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ATLANTA HISTORY CENTER 130 W PACES FERRY ROAD ATLANTA, GA 30305	N/A PUBLIC		ANNUAL FUND	15,000
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PKY, NW ATLANTA, GA 30327	N/A PUBLIC		ANNUAL CAMPAIGN	30,000
ATLANTA SYMPHONY ORCHESTRA 1290 PEACHTREE ST NE, ST ATLANTA, GA 30309	N/A PUBLIC		ANNUAL CAMPAIGN	6,000
CAMP SUNSHINE 1850 CLAIRMONT RD DECATUR, GA 30033	N/A PUBLIC		ANNUAL CAMPAIGN	3,000
CHILDREN OF FALLEN PATRIOTS FOUNDATION PO BOX 181 OLD GREENWICH, CT 06870	N/A PUBLIC		ANNUAL CAMPAIGN	3,000
CHATTAHOOCHEE NATURE CENTER 9135 WILLEO ROAD ROSWELL, GA 30075	N/A PUBLIC		ANNUAL CAMPAIGN	3,000

THE GARY W ROLLINS FOUNDATION

58-6263946

FORM 990BF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
FERNBANK MUSEUM OF NATURAL HISTORY 767 CLIFTON RD ATLANTA, GA 30307	N/A PUBLIC		ANNUAL CAMPAIGN	30,000
GEORGIA METH PROJECT 3715 NORTHSIDE PARKWAY STE 1-320 ATLANTA, GA 30327	N/A PUBLIC		ANNUAL CAMPAIGN	3,000
GEORGIA PUBLIC BROADCASTING 260 14TH STREET, NW ATLANTA, GA 30318	N/A PUBLIC		ANNUAL CAMPAIGN	3,000
JUNIOR ACHIEVEMENT 460 ABERNATHY ROAD, NE ATLANTA, GA 30309	N/A PUBLIC		JA PROGRAM	3,000
OPERATION HOMEFRONT GEORGIA 1220 OLD CANTON ROAD MARIETTA, GA 30062	N/A PUBLIC		ANNUAL CAMPAIGN	3,000
PACE ACADEMY 966 W PACES FERRY RD ATLANTA, GA 30327	N/A PUBLIC		AIM HIGH CAMPAIGN	15,000

THE GARY W ROLLINS FOUNDATION

58-6263946

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PATH FOUNDATION PO BOX 14327 ATLANTA, GA 30324	N/A PUBLIC		ANNUAL CAMPAIGN	3,000
SALVATION ARMY 1190 W DRUID HILLS RD STE 150 ATLANTA, GA 30329	N/A PUBLIC		ANNUAL CAMPAIGN	3,000
SUSAN G. KOPEN FOR THE CURE 5005 LBJ FREEWAY STE 250 DALLAS, TX 75244	N/A PUBLIC		ANNUAL CAMPAIGN	3,000
THE NATURE CONSERVANCY 1330 WEST PEPCHTREE ST STE 410 ATLANTA, GA 30309	N/A PUBLIC		ANNUAL CAMPAIGN	15,000
THE WESTMINSTER SCHOOLS 1424 WEST PACES FERRY RD, NW ATLANTA, GA 30327	N/A PUBLIC		ANNUAL CAMPAIGN	15,000
TUCKER FOOTBALL LEAGUE 4877 LAWRENCEVILLE HIGHWAY TUCKER, GA 30084	N/A PUBLIC		CAPITAL CAMPAIGN	3,000

FORM 990EF - PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

UNIVERSITY OF TN CHATTANOOGA
615 MCCALLIE AVE
CHATTANOOGA, TN 37403

N/A
PUBLIC

UCF COLLEGE FUND FOR BUSINESS

60,000

TOTAL CONTRIBUTIONS APPROVED

219,500.

THE GARY W. ROLLINS FOUNDATION

58-6263946

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
FEDERAL TAX REFUND				15,468.	
TOTALS				<u>15,468.</u>	

FEDERAL FOOTNOTES

PART X, LINE 1E - EXPLANATION FOR REDUCTION CLAIMED FOR BLOCKAGE FACTORS

THROUGHOUT 2012 THE FOUNDATION HELD A LARGE BLOCK OF RESTRICTED SHARES OF ROLLINS, INC. ALSO, AT THE END OF 2012 THE FOUNDATION RECIEVED A LARGE BLOCK OF RESTRICTED SHARES OF RPC, INC. A QUALIFIED VALUATION CONSULTANT PERFORMED A BLOCKAGE DISCOUNT STUDY AND DETERMINED THAT THE SIZE OF THE BLOCK IS LARGE ENOUGH TO FORCE THE HOLDERS OF THE BLOCK TO LIQUIDATE (OR SELL) THE SHARES OVER AN EXTENDED PERIOD OF TIME IN ORDER TO: 1) REALIZE THE FAIR MARKET VALUE (FMV) BASED ON THE TRADING PRICE OF UNRESTRICTED SALES; AND 2) AVOID ADVERSELY IMPACTING THE MARKET FOR THESE SHARES.

BLOCK 1 - ROLLINS, INC.

THE FIRST BLOCK OF STOCK CONSISTED OF SHARES OF ROLLINS, INC. AS OF DECEMBER 31, 2012, THE NUMBER OF SHARES HELD BY THE FOUNDATION WAS:

2,246,361.

BASED ON AVERAGE TRADING VOLUME IN CONJUNCTION WITH VARIOUS RESTRICTIONS ON WHEN AND HOW THE STOCK CAN BE LIQUIDATED, THE STUDY CONCLUDED THAT IT WOULD TAKE 8.61 YEARS TO LIQUIDATE THE ENTIRE BLOCK WITHOUT ADVERSELY AFFECTING THE VALUE. APPLYING AN APPROPRIATE PRESENT VALUE TO THE REALIZED PROCEEDS YIELDED A BLOCKAGE DISCOUNT OF 10%.

THE 10% BLOCKAGE DISCOUNT WAS APPLIED TO THE MONTHLY FMV OF THE ROLLINS STOCK TO DETERMINE THE AVERAGE FMV FOR THE YEAR. THE ADJUSTED AVERAGE FMV OF ROLLINS STOCK FOR THE YEAR PRIOR TO APPLYING THE DISCOUNT WAS:

49,786,848.

THE AMOUNT OF THE DISCOUNT CLAIMED WAS: 4,978,685.

BLOCK 2 - RPC, INC.

THE SECOND BLOCK UNDER CONSIDERATION CONSISTED OF SHARES OF RPC, INC. AS OF DECEMBER 31, 2012, THE NUMBER OF SHARES HELD BY THE FOUNDATION WAS:

275,380.

FEDERAL FOOTNOTES

BASED ON AVERAGE TRADING VOLUME IN CONJUNCTION WITH VARIOUS RESTRICTIONS ON WHEN AND HOW THE STOCK CAN BE LIQUIDATED, THE STUDY CONCLUDED THAT IT WOULD TAKE 0.10 YEARS TO LIQUIDATE THE ENTIRE BLOCK WITHOUT ADVERSELY AFFECTING THE VALUE. APPLYING AN APPROPRIATE PRESENT VALUE TO THE REALIZED PROCEEDS YIELDED A BLOCKAGE DISCOUNT OF 0.9%.

THE 0.9% BLOCKAGE DISCOUNT WAS APPLIED TO THE MONTHLY FMV OF THE RPC STOCK TO DETERMINE THE AVERAGE FMV FOR THE YEAR. THE ADJUSTED AVERAGE FMV OF RPC STOCK FOR THE YEAR PRIOR TO APPLYING THE DISCOUNT WAS:

9,235.

THE AMOUNT OF THE DISCOUNT CLAIMED WAS: 83.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
67,567.		SHORT TERM CAPITAL GAIN FROM PASSTHROUGH PROPERTY TYPE: OTHER				P	VAR 67,567.	VAR
213,624.		LONG TERM CAPITAL GAIN FROM PASSTHROUGH PROPERTY TYPE: OTHER				P	VAR 213,624.	VAR
TOTAL GAIN(LOSS)							<u>281,191.</u>	

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.

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE GARY W. ROLLINS FOUNDATION	58-6263946
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O RFA MANAGEMENT CO., 1908 CLIFF VALLEY WAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ATLANTA, GA 30329	

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

LOU ROBINSON

- The books are in the care of ► **1908 CLIFF VALLEY WAY - ATLANTA, GA 30329**

Telephone No ► **404-486-4676**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ 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	\$	33,268.
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	\$	28,268.
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	\$	5,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE GARY W. ROLLINS FOUNDATION	58-6263946
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O RFA MANAGEMENT CO., 1908 CLIFF VALLEY WAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ATLANTA, GA 30329	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

LOU ROBINSON

- The books are in the care of **1908 CLIFF VALLEY WAY - ATLANTA, GA 30329**

Telephone No. **404-486-4676**FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3 month extension of time until **NOVEMBER 15, 2013.**5 For calendar year **2012**, or other tax year beginning ☐ and ending ☐6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY DATA 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	\$	33,268.
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	\$	33,268.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA**Date **7/17/2013**

Form 8868 (Rev. 1-2013)