Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUN 1, 2012 **, and ending** MAY 31, 2013

Name of foundation
SOUTHERN STATES EDUCATIONAL
FOUNDATION, INC.

A Employer identification number
58-6073809

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 546

Room/suite

B Telephone number
(912)232-1101

City or town, state, and ZIP code
SAVANNAH, GA 31402

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 214,607.

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	9.	9.		STATEMENT 1
	4	Dividends and interest from securities	6,327.	6,327.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,184.			
	b	Gross sales price for all assets on line 6a 82,692.				
	7	Capital gain net income (from Part IV, line 2)		7,184.		
	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)				
	11	Other income				
	12	**Total** Add lines 1 through 11	13,520.	13,520.		
Operating and Administrative Expenses	13	Compensation of officers directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	700.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	3,287.	3,268.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	3,987.	3,268.		0.
	25	Contributions, gifts, grants paid	35,250.			35,250.
	26	**Total expenses and disbursements** Add lines 24 and 25	39,237.	3,268.		35,250.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-25,717.			
	b	**Net investment income** (if negative, enter -0-)		10,252.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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5

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	12,131.	9,621.	9,621.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 5	194,884.	171,677.	204,986.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	207,015.	181,298.	214,607.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	53,128.	53,128.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	153,887.	128,170.	
	30	**Total net assets or fund balances**	207,015.	181,298.	
	31	**Total liabilities and net assets/fund balances**	207,015.	181,298.	

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	207,015.
2	Enter amount from Part I, line 27a	2	-25,717.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	181,298.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	181,298.

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	PER ATTACHED SCHEDULE	P		
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	82,692.		75,508.	7,184.
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				7,184.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	7,184.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	31,869.	221,711.	.143741
2010	27,868.	212,148.	.131361
2009	33,735.	212,118.	.159039
2008	30,148.	291,058.	.103581
2007	28,826.	344,134.	.083764

2 **Total** of line 1, column (d)	2	.621486
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	.124297
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	207,474.
5 Multiply line 4 by line 3	5	25,788.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	103.
7 Add lines 5 and 6	7	25,891.
8 Enter qualifying distributions from Part XII, line 4	8	35,250.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	103.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	103.
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	103.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	200.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	200.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	97.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 97. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ F. REED DULANY, JR. Telephone no. ▶ (912) 232-1101

Located at ▶ P.O. BOX 546, SAVANNAH, GA ZIP+4 ▶ 31498

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
F. REED DULANY, JR. SAVANNAH, GA	TRUSTEE 1.00	0.	0.	0.
F. REED DULANY, III SAVANNAH, GA	TRUSTEE 1.00	0.	0.	0.
KEY D. COMPTON SAVANNAH, GA	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	199,756.
b	Average of monthly cash balances			1b	10,878.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	210,634.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	210,634.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	3,160.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	207,474.
6	**Minimum investment return.** Enter 5% of line 5			6	10,374.

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	10,374.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	103.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	103.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	10,271.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	10,271.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	10,271.

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	35,250.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	35,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	103.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	35,147.

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					10,271.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	12,277.				
b From 2008	16,069.				
c From 2009	23,939.				
d From 2010	22,125.				
e From 2011	21,145.				
f **Total** of lines 3a through e		95,555.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	35,250.				
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					10,271.
e Remaining amount distributed out of corpus		24,979.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f 4c, and 4e Subtract line 5		120,534.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		12,277.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		108,257.			
10 Analysis of line 9:					
a Excess from 2008	16,069.				
b Excess from 2009	23,939.				
c Excess from 2010	22,125.				
d Excess from 2011	21,145.				
e Excess from 2012	24,979.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

BOARD OF TRUSTEES, SOUTHERN STATES EDUCATIONAL FOUNDATION, INC.

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

LETTER OUTLINING NEEDS

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:

NONE

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 EXHIBIT B				35,250.
Total			▶ 3a	35,250.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	9.	
4 Dividends and interest from securities			14	6,327.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	7,184.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		13,520.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 13,520.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 1/9/14 | Title Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
CAROLYN S. MCINTOSH	Carolyn McIntosh	1/8/14		P00543726

Firm's name ▶ HANCOCK ASKEW & CO., LLP | Firm's EIN ▶ 58-0662558

Firm's address ▶ P.O. BOX 2486
SAVANNAH, GA 31402 | Phone no. 912-234-8243

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

SOURCE	AMOUNT
CORPORATE BONDS	9.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMMON STOCKS	6,327.	0.	6,327.
TOTAL TO FM 990-PF, PART I, LN 4	6,327.	0.	6,327.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HANCOCK, ASKEW & CO.	700.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	700.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3,268.	3,268.		0.
MISCELLANEOUS	19.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,287.	3,268.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	171,677.	204,986.
TOTAL TO FORM 990-PF, PART II, LINE 10B	171,677.	204,986.

SOUTHERN STATES EDUCATIONAL FOUNDATION
Y/E 05/31/13

Realized Gains/Losses (This Year)

Symbol/Description	Purchase	Sold	Quantity	Sale Proceeds	Cost Basis	Realized Gain/(Loss)	Term
Stocks							
EATON VANCE CORP NVT	4/18/2012	7/10/2012	18	476.59	482.04	-5.45	(Short Term)
BAXTER INTERNTL INC	4/18/2012	8/24/2012	2	117 53	109 1	8 43	(Short Term)
CENTURYLINK INC SHS	4/18/2012	8/24/2012	6	253.49	230.56	22.93	(Short Term)
COCA COLA COM	2/29/2012	8/24/2012	2	76.83	69 9	6.93	(Short Term)
FDL R INV TR SBI NEW MD	4/18/2012	8/24/2012	2	215 07	194.54	20.53	(Short Term)
HOME DEPOT INC	2/29/2012	8/24/2012	5	284.79	238.43	46.36	(Short Term)
MEDTRONIC INC COM	4/18/2012	8/24/2012	4	162 11	152 1	10.01	(Short Term)
PPL CORPORATION	5/10/2012	8/24/2012	1	29 21	27 74	1.47	(Short Term)
ENERGEN CRP COM PV 1CENT	4/18/2012	10/31/2012	56	2,591 03	2,622.48	-31.45	(Short Term)
BAXTER INTERNTL INC	4/18/2012	11/2/2012	7	451 49	381 85	69.64	(Short Term)
CARDINAL HEALTH INC OHIO	4/18/2012	11/2/2012	3	123 68	123 71	-0 03	(Short Term)
CHUBB CORP	4/18/2012	11/2/2012	1	74 66	70 91	3 75	(Short Term)
HOME DEPOT INC	2/29/2012	11/2/2012	7	434 62	333 8	100 82	(Short Term)
HONEYWELL INTL INC DEL	2/29/2012	11/2/2012	4	249 75	239 04	10 71	(Short Term)
MEDTRONIC INC COM	4/18/2012	11/2/2012	4	167 79	152 1	15 69	(Short Term)
AT&T INC	11/2/2012	1/18/2013	6	198 9	209 76	-10 86	(Short Term)
BECTON DICKINSON CO	11/2/2012	1/18/2013	1	83 65	75 85	7 8	(Short Term)
BECTON DICKINSON CO	8/24/2012	1/18/2013	2	167 3	151 96	15.34	(Short Term)
BLACKROCK INC	8/24/2012	1/18/2013	3	695 95	534 69	161 26	(Short Term)
CARDINAL HEALTH INC OHIO	4/18/2012	1/18/2013	2	88 49	82.47	6 02	(Short Term)
CHUBB CORP	4/18/2012	1/18/2013	1	78 87	70 91	7 96	(Short Term)
HONEYWELL INTL INC DEL	2/29/2012	1/18/2013	2	134 79	119.52	15.27	(Short Term)
MEDTRONIC INC COM	4/18/2012	1/18/2013	3	135 98	114 08	21.9	(Short Term)
STRYKER CORP	8/24/2012	1/18/2013	7	426 29	375 78	50.51	(Short Term)
TJX COS INC NEW	8/24/2012	1/18/2013	2	88 95	91 77	-2.82	(Short Term)
CHUBB CORP	4/18/2012	4/5/2013	57	4,985.15	4,041.87	943.28	(Short Term)
FACTSET RESH SYS INC	1/18/2013	4/5/2013	2	177 98	182 32	-4.34	(Short Term)
FACTSET RESH SYS INC	11/2/2012	4/5/2013	2	177 97	182.24	-4.27	(Short Term)
FACTSET RESH SYS INC	8/24/2012	4/5/2013	5	444 92	471.8	-26.88	(Short Term)
GENL DYNAMICS CORP COM	1/18/2013	4/5/2013	1	67 51	70 92	-3.41	(Short Term)
GENL DYNAMICS CORP COM	8/24/2012	4/5/2013	5	337.49	330.1	7.39	(Short Term)
GENL DYNAMICS CORP COM	4/18/2012	4/5/2013	1	67.49	69 66	-2.17	(Short Term)
STRYKER CORP	11/2/2012	4/5/2013	4	259.08	210.98	48 1	(Short Term)
STRYKER CORP	8/24/2012	4/5/2013	70	4,533.86	3,757.83	776.03	(Short Term)
TJX COS INC NEW	11/2/2012	4/5/2013	12	561 51	498.72	62 79	(Short Term)
TJX COS INC NEW	8/24/2012	4/5/2013	89	4,164.49	4,083.91	80 58	(Short Term)
ABBVIE INC SHS	1/18/2013	5/1/2013	17	779.43	623.93	155 5	(Short Term)
BLACKROCK INC	8/24/2012	5/1/2013	2	529.51	356.46	173.05	(Short Term)
BROWN FORMAN CORP CL B	1/18/2013	5/1/2013	2	140 9	128 85	12 05	(Short Term)
OCCIDENTAL PETE CORP CAL	5/10/2012	5/1/2013	2	174 95	169 96	4 99	(Short Term)
PPL CORPORATION	5/10/2012	5/1/2013	15	502 49	416.06	86.43	(Short Term)
EATON VANCE CORP NVT	2/15/2011	7/10/2012	28	741 34	970 68	-229.34	(Long Term)
EATON VANCE CORP NVT	2/15/2011	7/10/2012	106	2,806 51	3,517 75	-711.24	(Long Term)
AFLAC INC COM	2/15/2011	8/24/2012	4	184 59	227 33	-42 74	(Long Term)
AT&T INC	2/15/2011	8/24/2012	22	812 88	619 92	192.96	(Long Term)
AUTOMATIC DATA PROC	2/15/2011	8/24/2012	3	175.25	147 93	27.32	(Long Term)
BROWN FORMAN CORP CL B	2/15/2011	8/24/2012	7	435.74	310 21	125.53	(Long Term)
CHEVRON CORP	2/15/2011	8/24/2012	1	111 81	95 91	15.9	(Long Term)
COLGATE PALMOLIVE	2/15/2011	8/24/2012	1	105.67	78.76	26 91	(Long Term)
ENERGEN CRP COM PV 1CENT	2/15/2011	8/24/2012	6	308.87	349 25	-40 38	(Long Term)
INTL BUSINESS MACHINES	2/15/2011	8/24/2012	1	197.55	162.91	34 64	(Long Term)
J M SMUCKER CO	2/15/2011	8/24/2012	52	4,390.26	3,265.57	1,124.69	(Long Term)
NEXTERA ENERGY INC SHS	2/15/2011	8/24/2012	7	473.96	382.34	91 62	(Long Term)
NORTHEAST UTILITIES COM	2/15/2011	8/24/2012	1	37 88	33.27	4.61	(Long Term)
PAYCHEX INC	2/15/2011	8/24/2012	2	66 33	65.96	0.37	(Long Term)
PEPSICO INC	2/15/2011	8/24/2012	2	146.31	127.31	19	(Long Term)
SIGMA ALDRICH CORP	2/15/2011	8/24/2012	62	4,381 50	3,869 35	512.15	(Long Term)
SOUTHERN COMPANY	8/4/2011	8/24/2012	97	4,445 90	3,853 23	592 67	(Long Term)
WAL-MART STORES INC	2/15/2011	8/24/2012	11	792.53	603.09	189 44	(Long Term)
~~ENERGEN CRP COM PV 1CENT~~	~~2/15/2011~~	~~10/31/2012~~	~~48~~	~~2,220 87~~	~~2,793 96~~	~~-573 09~~	~~(Long Term)~~
ENERGEN CRP COM PV 1CENT	2/15/2011	10/31/2012	22	1,017.90	1,279 71	-261.81	(Long Term)
AFLAC INC COM	2/15/2011	11/2/2012	8	405 19	454.66	-49.47	(Long Term)
BROWN FORMAN CORP CL B	2/15/2011	11/2/2012	2	129 07	88 63	40.44	(Long Term)
GENERAL MILLS	2/15/2011	11/2/2012	1	39.85	36 01	3 84	(Long Term)

SOUTHERN STATES EDUCATIONAL FOUNDATION
Y/E 05/31/13

Realized Gains/Losses (This Year)

Symbol/Description	Purchase	Sold	Quantity	Sale Proceeds	Cost Basis	Realized Gain/(Loss)	Term
Stocks							
GENL DYNAMICS CORP COM	2/15/2011	11/2/2012	2	137.53	152.92	-15.39	(Long Term)
HARRIS CORP DEL	2/15/2011	11/2/2012	2	94.85	98.34	-3.49	(Long Term)
ILLINOIS TOOL WORKS INC	2/15/2011	11/2/2012	2	124.23	108.83	15.4	(Long Term)
JOHNSON AND JOHNSON COM	2/15/2011	11/2/2012	3	212.87	181.77	31.1	(Long Term)
NEXTERA ENERGY INC SHS	2/15/2011	11/2/2012	2	139.29	109.24	30.05	(Long Term)
NORTHEAST UTILITIES COM	2/15/2011	11/2/2012	5	197.36	166.33	31.03	(Long Term)
POLARIS INDUSTRIES COM	2/15/2011	11/2/2012	7	602.34	275.59	326.75	(Long Term)
SYSCO CORPORATION	2/15/2011	11/2/2012	4	125.19	112.03	13.16	(Long Term)
WAL-MART STORES INC	2/15/2011	11/2/2012	1	72.75	54.83	17.92	(Long Term)
AIR PRODUCTS&CHEM	2/15/2011	1/18/2013	4	353.07	357.93	-4.86	(Long Term)
ANALOG DEVICES INC COM	2/15/2011	1/18/2013	3	129.08	123.17	5.91	(Long Term)
AT&T INC	2/15/2011	1/18/2013	117	3,878.47	3,296.82	581.65	(Long Term)
BECTON DICKINSON CO	2/15/2011	1/18/2013	47	3,931.46	3,803.14	128.32	(Long Term)
BECTON DICKINSON CO	2/15/2011	1/18/2013	7	585.54	566.51	19.03	(Long Term)
CHEVRON CORP	2/15/2011	1/18/2013	1	114.64	95.91	18.73	(Long Term)
EMERSON ELEC CO	2/15/2011	1/18/2013	5	278.54	305.84	-27.3	(Long Term)
JOHNSON CONTROLS INC	2/15/2011	1/18/2013	15	455.09	619.92	-164.83	(Long Term)
UNITED TECHS CORP COM	2/15/2011	1/18/2013	3	261.35	254.36	6.99	(Long Term)
FACTSET RESH SYS INC	2/15/2011	4/5/2013	35	3,114.44	3,681.07	-566.63	(Long Term)
FACTSET RESH SYS INC	2/15/2011	4/5/2013	5	444.92	510.38	-65.46	(Long Term)
GENL DYNAMICS CORP COM	2/15/2011	4/5/2013	46	3,104.89	3,517.07	-412.18	(Long Term)
GENL DYNAMICS CORP COM	2/15/2011	4/5/2013	10	674.98	794.89	-119.91	(Long Term)
HONEYWELL INTL INC DEL	2/29/2012	4/5/2013	2	145.37	119.52	25.85	(Long Term)
AFLAC INC COM	2/15/2011	5/1/2013	2	109.59	113.67	-4.08	(Long Term)
ANALOG DEVICES INC COM	2/15/2011	5/1/2013	1	44.1	41.06	3.04	(Long Term)
AUTOMATIC DATA PROC	2/15/2011	5/1/2013	6	403.19	295.86	107.33	(Long Term)
BAXTER INTERNTL INC	4/18/2012	5/1/2013	1	69.68	54.55	15.13	(Long Term)
BROWN FORMAN CORP CL B	2/15/2011	5/1/2013	67	4,720.04	2,969.11	1,750.93	(Long Term)
CHEVRON CORP	2/15/2011	5/1/2013	2	242.41	191.83	50.58	(Long Term)
COCA COLA COM	2/29/2012	5/1/2013	10	424.19	349.5	74.69	(Long Term)
COLGATE PALMOLIVE	2/15/2011	5/1/2013	2	240.47	157.53	82.94	(Long Term)
FDL R INV TR SBI NEW MD	4/18/2012	5/1/2013	2	232.75	194.54	38.21	(Long Term)
GENERAL MILLS	2/15/2011	5/1/2013	17	860.01	612.12	247.89	(Long Term)
HOME DEPOT INC	2/29/2012	5/1/2013	6	438.05	286.11	151.94	(Long Term)
HONEYWELL INTL INC DEL	2/29/2012	5/1/2013	2	146.27	119.52	26.75	(Long Term)
INTEL CORP	4/18/2012	5/1/2013	19	457.13	533.33	-76.2	(Long Term)
JOHNSON AND JOHNSON COM	2/15/2011	5/1/2013	6	509.03	363.55	145.48	(Long Term)
JOHNSON CONTROLS INC	2/15/2011	5/1/2013	14	485.65	578.59	-92.94	(Long Term)
MCDONALDS CORP COM	2/15/2011	5/1/2013	3	306.41	227.93	78.48	(Long Term)
MEDTRONIC INC COM	4/18/2012	5/1/2013	1	46.98	38.03	8.95	(Long Term)
MICROSOFT CORP	4/18/2012	5/1/2013	22	719.16	686.52	32.64	(Long Term)
NEXTERA ENERGY INC SHS	2/15/2011	5/1/2013	5	407.99	273.1	134.89	(Long Term)
NORTHEAST UTILITIES COM	2/15/2011	5/1/2013	12	543.23	399.19	144.04	(Long Term)
PAYCHEX INC	2/15/2011	5/1/2013	12	437.87	395.74	42.13	(Long Term)
PEPSICO INC	2/15/2011	5/1/2013	5	413.49	318.27	95.22	(Long Term)
SYSCO CORPORATION	2/15/2011	5/1/2013	9	314.72	252.06	62.66	(Long Term)
UNITED TECHS CORP COM	2/15/2011	5/1/2013	1	91.35	84.79	6.56	(Long Term)
W W GRAINGER INCORP	2/15/2011	5/1/2013	1	244.52	133.74	110.78	(Long Term)
WAL-MART STORES INC	2/15/2011	5/1/2013	5	392.24	274.13	118.11	(Long Term)
LINEAR TECHNOLOGY CORP	4/15/2013	5/1/2013	2	72.79	72.79	--	--
Total Stocks				**82,691.86**	**75,508.01**	**7,183.85**	

Total Short-Term Gain/(Loss)	2,861.84
Total Long-Term Gain/(Loss)	4,322.01
Total	7,183.85

SOUTHERN STATES EDUCATIONAL FOUNDATION
Benefits Disbursed
Year Ending May 31, 2013

RECIPIENT	STREET/P.O.	CITY	STATE	ZIP	DONATION
African Wildlife Foundation	PO Box 96844	Washington	DC	20077-7016	50.00
Alzheimers Assoc.	201 Television Circle	Savannah	GA	31406	150.00
American Cancer Society	PO Box 105455	Atlanta	GA	30348-5455	1,000.00
American Heart Assoc	PO Box 78851	Phoenix	AZ	85062-8851	50.00
American Red Cross, Sav. Chapter	PO Box 9987	Savannah	GA	31412	500.00
America's Second Harvest	2501 E. President St.	Savannah	GA	31404	400.00
ASPCA	PO Box 96929	Washington	DC	20090-6929	400.00
Beaufort Cty Open Land Trust	PO Box 75	Beaufort	SC	29901-0075	500.00
Boys Town	PO Box 5000	Boys Town	NE	68010-9989	100.00
CARE	PO Box 1870	Merrifield	VA	22116-9646	100.00
Cashiers Highlands Humane Society	PO Box 638	Cashiers	NC	28717	400.00
Chatham-Savannah Citizen Advocacy	7 E Congress St, Ste 500B	Savannah	GA	31401	200.00
Coastal Conservation League	PO Box 1765	Charleston	SC	29402-1765	1,500.00
Coastal Ga Audubon Society	PO Box 21726	St Simons Isl	GA	31522	200.00
Coastal Heritage Society	303 MLK Blvd.	Savannah	GA	31401	500.00
Compass Rose Society	1225 Texas Ave	Houston	TX	77002-3504	800.00
DA Veterans	PO Box 14301	Cincinnati	OH	45250-0301	500.00
Defenders of Wildlife	PO Box 1553	Merrifield	VA	22116-1553	200.00
Doctors w/o Borders	PO Box 5022	Hagerstown	MD	21741-5022	1,000.00
Frank Callen Boys & Girls Club	PO Box 8727	Savannah	GA	31412	250.00
Fresh Air Home	PO Box 1629	Tybee Island	GA	31328	1,000.00
Friends of the Isiah Davenport House	324 East State St.	Savannah	GA	31401	300.00
Georgia Conservancy	817 W Peachtree St Ste 200	Atlanta	GA	30308	100.00
Georgia Historical Society	501 Whitaker St	Savannah	GA		100.00
Georgia Land Trust	428 Bull St Suite 210	Savannah	GA	31401	500.00
Georgia Public Television	PO Box 101848	Atlanta	GA	30392-1848	75.00
Guide Dogs for Blind	PO Box 3950	San Rafael	CA	94912-3950	1,000.00
Habitat for Humanity	1106 E. 70th St.	Savannah	GA	31404	75.00
Historic Beaufort Foundation	PO Box 11	Beaufort	SC	29901	200.00
Hope House of Savannah	PO Box 22552	Savannah	GA	31403	200.00
Hospice Savannah	PO Box 13190	Savannah	GA	31416	1,500.00
Humane Farming Assoc	PO Box 3577	San Rafael	CA	94912-8902	150.00
Humane Society - US	2100 L. Street, NW	Washington	DC	20037	150.00
Live Oak Public Library	2002 Bull Street	Savannah	GA	31401	500.00
MADD	PO Box 748521	Topeka	KS	66675-8521	75.00
March of Dimes	6555 Abercorn St.	Savannah	GA		100.00
Matthew Rearden Center	PO Box 14669	Savannah	GA	31416	300.00
Mighty Eighth Air Force Museum	175 Bourne Ave.	Pooler	GA		500.00
National Audubon Society	PO Box 422246	Palm Coast	FL	32142-2246	50.00
National Trust for Historic Preservation	PO Box 5043	Hagerstown	MD	21741-9823	50.00
National MS Society	PO Box 16128	Atlanta	GA	30321-0128	50.00
Nature Conservancy	145 Bull St	Savannah	GA	31401	800.00
Natural Resources Defense Council	40 W 20th St.	New York	NY	10011	50.00
Ocean Conservancy	PO Box 96003	Washington	DC	20077-7172	75.00
Old Savannah City Mission	PO Box 16839	Savannah	GA	31416-3539	100.00
Owens-Thoms House	124 Abercorn St.	Savannah	GA	31401	2,000.00
Paralyzed Vets- America	PO Box 96010	Washington	DC	20077-7514	1,000.00
Safe Shelter	PO Box 61119	Savannah	GA	31420	200.00
St. Joseph's/Candler Foundation	5356 Reynolds St, Ste 400	Savannah	GA	31405	150.00
St. Jude's Children's Hospital	501 St. Jude Place	Memphis	TN	38105	500.00
Salvation Army	3100 Montgomery St.	Savannah	GA	31405	2,000.00
Savannah Country Day School	824 Stillwood Dr.	Savannah	GA	31419	1,000.00
Savannah Music Festival	200 St. Julian St.	Savannah	GA	31401	500.00
Savannah Ogeechee Canal Society	681 Ft Argyle Rd.	Savannah	GA	31419	100.00
Savannah Philharmonic	PO Box 11323	Savannah	GA	31412	200.00
Savannah Science Museum	PO Box 9841	Savannah	GA	31412-9841	500.00
Savannah Tree Foundation	3025 Bull St.	Savannah	GA	31405	500.00
SC Wildlife Foundation	215 Pickens St.	Columbia	SC	29205	500.00
Senior Citizen, Inc Meals on Wheels	3025 Bull St.	Savannah	GA	31405	500.00
Skidaway Marine Science	10 Ocean Science Circle	Savannah	GA	31411	600.00
Telfair Museum of Art	PO Box 10081	Savannah	GA	31412	1,000.00
The Heritage Foundation	214 Massachusetts Ave.	Washington	DC	20002	50.00
The Mediation Center of Coastal Ga	4131 Ogeechee Rd	Savannah	GA	31405	2,500.00
Trust for Public Land	101 Montgomery St Suite 900	San Francisco	CA	94104	100.00
Tybee Island Historical Society	PO Box 366	Tybee Island	GA	31328	1,500.00
~~USO~~	~~PO Box 96860~~	~~Washington~~	~~DC~~	~~20077-7677~~	~~100.00~~
Union Mission	120 Fahm St	Savannah	GA	31401	1,000.00
Wilderness Society	1516 M Street, NW	Washington	DC	20036	500.00
Wildlife Conservation Network	25745 Bassett Lane	Los Altos	CA	94022	500.00
World Wildlife Fund	1250 24th St.	Washington	DC	20090-7180	250.00
YMCA of Coastal Georgia	PO Box 14142	Savannah	GA	31416-1142	700.00
Total					**35,250.00**

Exhibit B

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- 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

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
SOUTHERN STATES EDUCATIONAL FOUNDATION, INC.

Employer identification number (EIN) or
58-6073809

Number, street, and room or suite no If a P O box, see instructions.
P.O. BOX 546

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
SAVANNAH, GA 31402

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ▶ F. REED DULANY, JR.
  P.O. BOX 546 - SAVANNAH, GA 31498
  Telephone No ▶ (912) 232-1101 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 JANUARY 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ ☐ calendar year ______ or
▶ ☒ tax year beginning JUN 1, 2012 , and ending MAY 31, 2013

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 200.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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