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

For calendar year 2012, or tax year beginning 7/01 **, 2012, and ending** 6/30 , 2013

Warren P. and Ava F. Sewell
Foundation, Inc
217 Davis Blvd.
Bremen, GA 30110

A Employer identification number: 58-1791240

B Telephone number (see the instructions)

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 4,865,328.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	174,646.	174,646.	174,646.	
	4 Dividends and interest from securities	52,556.	52,556.	52,556.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	14,632.			
	b Gross sales price for all assets on line 6a 4,522,827.				
	7 Capital gain net income (from Part IV, line 2)		14,632.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	241,834.	241,834.	227,202.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	27,000.	8,100.	8,100.	18,900.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	16,705.	13,364.	13,364.	3,341.
	c Other prof fees (attach sch) See St 2	25,763.	25,763.	25,763.	
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	12,432.	12,432.	12,432.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	210.	210.	210.	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	82,110.	59,869.	59,869.	22,241.
	25 Contributions, gifts, grants paid Part XV	215,002.			215,002.
	26 **Total expenses and disbursements.** Add lines 24 and 25	297,112.	59,869.	59,869.	237,243.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-55,278.			
	b **Net investment income** (if negative, enter -0-)		181,965.		
	c **Adjusted net income** (if negative, enter -0-)			167,333.	

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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	46,808.	5,945.	5,945.
	2 Savings and temporary cash investments	38,105.	917,329.	917,329.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S. and state government obligations (attach schedule)	221,661.	154,228.	35,349.
	b Investments — corporate stock (attach schedule)	2,085,855.	1,515,528.	1,656,074.
	c Investments — corporate bonds (attach schedule)	2,365,109.	2,201,466.	2,167,356.
	11 Investments — land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	125,618.	31,546.	45,974.
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 5)	35,465.	37,301.	37,301.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	4,918,621.	4,863,343.	4,865,328.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
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 ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,918,621.	4,863,343.	
	30 Total net assets or fund balances (see instructions)	4,918,621.	4,863,343.	
	31 Total liabilities and net assets/fund balances (see instructions)	4,918,621.	4,863,343.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,918,621.
2	Enter amount from Part I, line 27a	2	-55,278.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,863,343.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,863,343.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 6			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	14,632.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-85,246.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	236,022.	4,898,669.	0.048181
2010	233,998.	4,783,883.	0.048914
2009	262,612.	4,684,392.	0.056061
2008	290,452.	5,316,023.	0.054637
2007	298,825.	6,104,569.	0.048951

2	**Total** of line 1, column (d)	2	0.256744
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051349
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,746,926.
5	Multiply line 4 by line 3	5	243,750.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,820.
7	Add lines 5 and 6	7	245,570.
8	Enter qualifying distributions from Part XII, line 4	8	237,243.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here. ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☐ and enter 1% of Part I, line 27b	1	3,639.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,639.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,639.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a 7,608.		
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	7,608.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	3,969.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 3,969. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the 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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► GA			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *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 ► The Meigs Group, PC Telephone no. ►

Located at ► 217 Davis Blvd. Bremen GA ZIP + 4 ► 30110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	1 b	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?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b		X

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

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)? **5b** N/A

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** No: X

If 'Yes' to 6b, file Form 8870.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Robin S. Worley 115 Pacific Avenue Bremen, GA 30110	Trustee 1.00	9,000.	0.	0.
L. Richard Plunkett 196 Folds Road Carrollton, GA 30116	Trustee 1.00	9,000.	0.	0.
Warren P. Sewell Jr. 3216 Glen Arden Drive Atlanta, GA 30305-1902	Trustee 1.00	9,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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	4,322,048.
b	Average of monthly cash balances	1b	504,993.
c	Fair market value of all other assets (see instructions)	1c	-7,827.
d	**Total** (add lines 1a, b, and c)	1d	4,819,214.
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	4,819,214.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	72,288.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,746,926.
6	**Minimum investment return.** Enter 5% of line 5	6	237,346.

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	237,346.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 3,639.		
b	Income tax for 2012. (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	3,639.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	233,707.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	233,707.
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	233,707.

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	237,243.
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	237,243.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	237,243.

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				233,707.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			214,774.	
b Total for prior years. 20 ___, 20 ___, 20 ___		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 237,243.				
a Applied to 2011, but not more than line 2a			214,774.	
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				22,469.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				211,238.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	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				

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:

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 8				
Total			► **3a**	215,002.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					174,646.
4 Dividends and interest from securities					52,556.
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					14,632.
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)					241,834.
13 Total. Add line 12, columns (b), (d), and (e)				13	241,834.

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

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

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

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets.	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c		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] 11-13-2013 President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Richard Meigs	Richard Meigs [signature]	11-13-2013		P00413843

Firm's name ▶ The Meigs Group, PC | Firm's EIN ▶

Firm's address ▶ 217 Davis Blvd
Bremen, GA 30110-2005 | Phone no. (770) 537-2326

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
The Meigs Group, PC	$ 16,705.	$ 13,364.	$ 13,364.	$ 3,341.
Total	$ 16,705.	$ 13,364.	$ 13,364.	$ 3,341.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Plunkett & Associates	$ 25,763.	$ 25,763.	$ 25,763.	
Total	$ 25,763.	$ 25,763.	$ 25,763.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	$ 12,432.	$ 12,432.	$ 12,432.	
Total	$ 12,432.	$ 12,432.	$ 12,432.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Expense	$ 210.	$ 210.	$ 210.	
Total	$ 210.	$ 210.	$ 210.	$ 0.

Statement 5
Form 990-PF, Part II, Line 15
Other Assets

		Book Value	Fair Market Value
Accrued Interest Receivable		$ 37,301.	$ 37,301.
	Total	$ 37,301.	$ 37,301.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	420 AdvisorShares Peritus High Yield	Purchased	Various	8/20/2012
2	390 AdvisorShares Peritus High Yield	Purchased	2/27/2012	8/20/2012
3	50000 Allstate Life Glob Fd	Purchased	2/12/2009	12/26/2012
4	30000 American financial Group Inc.	Purchased	Various	5/09/2013
5	24000 Aquila Inc. Call @ Make Whole	Purchased	Various	7/02/2012
6	20000 Ashland Inc SR Unsecured	Purchased	3/09/2012	6/03/2013
7	30000 Ashland Inc SR Unsecured	Purchased	Various	6/03/2013
8	20000 Astoria Finl Corp SR Nt	Purchased	7/27/2010	9/13/2012
9	15000 Bank of America cORP	Purchased	12/26/2012	5/28/2013
10	10000 Barclays Bank PLC Tier 2Nts	Purchased	12/30/2010	11/01/2011
11	30000 Barclays Bank Buffered Notes	Purchased	3/31/2011	11/01/2011
12	10000 Black Hills Corp	Purchased	7/29/2009	10/31/2012
13	5000 Block Financial Corp	Purchased	10/25/2010	6/04/2013
14	10000 Brandywine Oper Partnership	Purchased	12/26/2012	12/27/2012
15	31000 CB Rich Ellis Ser GTD	Purchased	Various	6/17/2013
16	20000 Centerpoint Energy	Purchased	8/26/2009	5/31/2013
17	33000 Chesapeake & Potomac Tel Co	Purchased	2/21/2012	6/17/2013
18	55000 Chesapeake & Potomac Tel Co	Purchased	Various	6/17/2013
19	15000 Computer Sciences Corp	Purchased	7/29/2009	10/19/2012
20	20000 Computer Sciences Corp	Purchased	12/28/2011	1/14/2013
21	25000 Concho Resources Inc Company	Purchased	2/07/2013	6/21/2013
22	30000 Corrections Corp of America	Purchased	3/11/2013	6/03/2013
23	35000 Credit Suisse New York	Purchased	12/02/2011	7/26/2012
24	25000 Denbury Resources Inc	Purchased	11/05/2012	3/07/2013
25	35000 Deutsche Bk Finl LLC Mtn	Purchased	12/28/2011	12/26/2012
26	25000 Dresdner Bank	Purchased	10/07/2011	11/01/2012
27	20000 Duke Cap LLC SR Nt	Purchased	8/26/2009	12/26/2012
28	10000 Duke Cap Corp SR Nt	Purchased	7/29/2009	2/15/2013
29	25000 Encore Acquisition Co SR Subor	Purchased	1/24/2013	5/02/2013
30	25000 Fairfax Finl SR Unsecured	Purchased	1/09/2013	3/11/2013
31	25000 Fidelity National Financial	Purchased	8/02/2010	1/15/2013
32	50000 Fidelity National Info Svcs	Purchased	3/26/2013	5/15/2013
33	15000 Gannett Co Inc GTD SR Nt	Purchased	11/16/2010	6/04/2013
34	33000 Gannett Co Inc GTD SR Nt	Purchased	Various	6/04/2013
35	15000 General Elec Cap Corp	Purchased	6/07/2012	12/17/2012
36	13000 General Elec Cap Corp	Purchased	4/28/2011	12/17/2012
37	10000 General Elec Cap Corp	Purchased	6/13/2012	2/15/2013
38	10000 General Elec Cap Corp	Purchased	6/13/2012	4/02/2013
39	45000 General Elec Cap Corp	Purchased	Various	4/01/2013
40	25000 General Elec Cap Corp	Purchased	1/07/2013	2/05/2013
41	20000 Genworth Financial Inc	Purchased	11/09/2012	12/24/2012
42	20000 Glaxosmithkline Cap Inc	Purchased	7/29/2009	12/26/2012
43	20000 Goldman Sachs Group Inc SR Nt	Purchased	8/26/2009	12/26/2012

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
44	25000 Graphic Packaging Intl Inc	Purchased	12/27/2012	6/17/2013
45	25000 Holly Corp SR Unsecured	Purchased	10/26/2012	6/17/2013
46	50000 Hornbeck Offshore Services	Purchased	1/24/2013	5/13/2013
47	20000 Hospitality Properties Trust	Purchased	7/28/2010	9/10/2012
48	53000 Host Hotels & Resorts LP SR Unsecured	Purchased	11/08/2012	5/15/2013
49	40000 HRPT Properties Trust	Purchased	3/05/2013	3/12/2013
50	43000 Ingersoll Rand Global Hldg Co	Purchased	Various	6/11/2013
51	13000 Jeffries Group Inc	Purchased	12/28/2011	6/11/2013
52	58000 John Hancock Life Ins Co	Purchased	3/30/2009	1/15/2013
53	40000 Johnson Controls Inc.SR Unsecured	Purchased	Various	12/26/2012
54	11000 Kansas City Southern De Mexico	Purchased	4/18/2013	5/03/2013
55	20000 Key Bank NA	Purchased	6/02/2010	8/15/2012
56	10000 Liberty PPTY LP SR Nt	Purchased	6/02/2010	8/15/2012
57	25000 Lloyds TSB Bank	Purchased	5/19/2011	1/12/2012
58	10000 Macquarie Group LTD SR MTN	Purchased	2/17/2012	5/10/2013
59	20000 McKesson Corp Nt	Purchased	8/29/2009	6/11/2013
60	20000 Merrill Lynch & Co SR Unsecured	Purchased	8/26/2009	2/05/2013
61	20000 MetLife Inc SR Nt	Purchased	7/29/2009	12/27/2012
62	20000 Morgan Stanley Dean Witter MS 5%	Purchased	4/22/2009	3/20/2013
63	25000 Morgan Stanley Dean Witter SR Unsecured	Purchased	7/28/2010	1/30/2013
64	50000 Morgan StanleySubordinated	Purchased	Various	12/26/2012
65	3000 Neenah Paper Inc SR Unsecured	Purchased	3/22/2013	6/24/2013
66	25000 Netflix Com Inc SR Unsecured	Purchased	12/31/2002	3/04/2013
67	7000 OneBeacon US Hldg Inc	Purchased	7/28/2010	12/10/2012
68	20000 Prologis SR Nt	Purchased	6/08/2011	5/10/2013
69	18000 Prudential Financial Inc	Purchased	2/06/2013	5/15/2013
70	15000 Prudential Financial Inc	Purchased	6/16/2011	7/16/2012
71	25000 Prudential Financial Inc	Purchased	9/12/2012	12/17/2012
72	42000 Qwest Communications Intl Comp	Purchased	7/23/2012	10/26/2012
73	5000 Range Resources Corp	Purchased	11/18/2012	12/28/2012
74	50000 Sealed Air Corp SR Unsecured	Purchased	1/24/2013	6/21/2013
75	20000 Sovereign Bank SB Nt	Purchased	7/28/2010	1/11/2012
76	15000 Sovereign Bank Sub Nt	Purchased	1/18/2011	1/11/2012
77	25000 Speedway Motorsports Inc SR Nt	Purchased	1/07/2013	6/03/2013
78	10000 Staples Inxc Cr Sens	Purchased	7/29/2009	1/22/2013
79	20000 Suntrust Banks Inc SR Nt	Purchased	8/26/2009	1/15/2012
80	37000 Teck Resources LTD SR Unsecured	Purchased	9/06/2011	11/19/2012
81	25000 Telecom Italia Capital Co	Purchased	12/27/2011	12/26/2012
82	25000 Telefonica Emisones SA SR Unsecured	Purchased	7/20/2012	5/10/2013
83	5000 Torchmark Corp SR Nt	Purchased	2/15/2011	6/11/2013
84	25000 Unitgrin Inc SR Nt	Purchased	10/07/2010	6/11/2013
85	50000 Universal City Dev Partnership	Purchased	2/24/2012	11/15/2012
86	50000 US Treasury	Purchased	10/20/2008	12/26/2012
87	15000 US West Communications Deb	Purchased	9/29/2011	7/20/2012
88	10000 US West Communications SR Unsecured	Purchased	9/29/2011	7/20/2012
89	15000 Westlake Chemical Corp SR Nt	Purchased	10/28/2011	7/30/2012
90	15000 Whitney Natl Bank New Orleans	Purchased	10/31/2011	7/17/2012
91	125 3M Company	Purchased	1/13/2009	10/25/2012
92	4720 Abiomed, Inc.	Purchased	Various	6/21/2013
93	1230 Aflac, Inc.	Purchased	5/26/2009	5/16/2013
94	14000 AK Steel Holding Corp	Purchased	Various	4/17/2013
95	1575 Alimera Sciences, Inc.	Purchased	1/17/2011	9/25/2012
96	1540 Baker Hughes, Inc.	Purchased	Various	9/26/2012
97	550 BHP Billiton PLC ADR	Purchased	11/23/2011	11/15/2012

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
98	1000 BMC Software, Inc.	Purchased	1/13/2012	9/28/2012
99	140 Coach, Inc.	Purchased	8/02/2012	9/21/2012
100	2700 Coeur Mining, Inc.	Purchased	Various	5/17/2013
101	3509 Corning, Inc.	Purchased	1/29/2010	10/24/2012
102	2200 EV Tax-Managed Buy-Write Opps	Purchased	8/10/2011	8/20/2012
103	1700 Exelon Corp	Purchased	1/27/2012	11/01/2012
104	1500 General Motors Co.	Purchased	3/19/2012	11/15/2012
105	6990 Global X China Consumer ETF	Purchased	Various	6/24/2013
106	2160 Haliburton Company	Purchased	Various	9/26/2012
107	1590 Hewlett Packard Co.	Purchased	Various	9/26/2012
108	250 Intercontinental Exchange Inc.	Purchased	12/24/2012	2/04/2013
109	185 International Business Machines Corp	Purchased	11/04/2009	10/24/2012
110	1360 Ishares MSCI China Index	Purchased	12/10/2012	4/24/2013
111	8800 Japan Smaller Capitalization Common	Purchased	12/19/2012	6/13/2013
112	2600 Jeffries Group Inc	Purchased	1/17/2011	9/14/2012
113	2000 MEG Energy Corp	Purchased	12/19/2012	5/17/2013
114	3387 Microsoft Corporation	Purchased	Various	10/22/2012
115	13696 Nokia Oyj ADR	Purchased	Various	9/21/2012
116	3829 Patterson UTI-Energy Inc.	Purchased	Various	9/26/2012
117	3693 Paychex, Inc.	Purchased	8/10/2011	3/05/2013
118	2300 St. Joe Corporation	Purchased	2/29/2012	9/24/2012
119	4284 Staples, Inc.	Purchased	11/23/2011	9/25/2012
120	2261 Total SA ADR	Purchased	8/10/2011	8/20/2012
121	12340 Travel Centers Of America LLC	Purchased	Various	10/18/2012
122	3000 Ultra Petroleum Corp	Purchased	Various	9/18/2012
123	669 Union Pacific Corp	Purchased	3/04/2011	11/16/2012
124	1075 Valeant Pharmaceuticals International	Purchased	Various	2/04/2013
125	842 Willis Group Holdings	Purchased	4/26/2011	9/18/2012
126	1400 WisdomTree China Dividend	Purchased	12/27/2012	4/24/2013
127	1850 WisdomTree Japan Hedged Equity	Purchased	12/26/2012	6/13/2013
128	5000 France Telecom	Purchased	Various	9/27/2012
129	5220.559 Sterling Capital Special Opps	Purchased	Various	9/05/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	20,707.		22,014.	-1,307.				$ -1,307.
2	19,618.		19,081.	537.				537.
3	50,700.		34,209.	16,491.				16,491.
4	40,727.		37,625.	3,102.				3,102.
5	24,000.		28,044.	-4,044.				-4,044.
6	20,913.		22,450.	-1,537.				-1,537.
7	31,369.		33,076.	-1,707.				-1,707.
8	20,092.		20,917.	-825.				-825.
9	15,000.		15,233.	-233.				-233.
10	10,420.		9,097.	1,323.				1,323.
11	29,475.		29,900.	-425.				-425.
12	10,314.		10,463.	-149.				-149.
13	5,221.		4,673.	548.				548.
14	11,300.		10,640.	660.				660.
15	32,802.		34,719.	-1,917.				-1,917.
16	20,684.		21,498.	-814.				-814.
17	33,000.		35,350.	-2,350.				-2,350.
18	55,000.		56,792.	-1,792.				-1,792.
19	15,294.		15,826.	-532.				-532.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
20	23,283.		20,064.	3,219.				$ 3,219.
21	26,629.		27,112.	-483.				-483.
22	31,162.		31,643.	-481.				-481.
23	38,370.		32,405.	5,965.				5,965.
24	26,219.		26,975.	-756.				-756.
25	37,450.		34,459.	2,991.				2,991.
26	26,513.		23,325.	3,188.				3,188.
27	21,319.		21,179.	140.				140.
28	10,000.		10,450.	-450.				-450.
29	26,187.		26,781.	-594.				-594.
30	25,969.		26,107.	-138.				-138.
31	28,375.		25,661.	2,714.				2,714.
32	53,441.		53,950.	-509.				-509.
33	16,800.		17,260.	-460.				-460.
34	38,790.		37,381.	1,409.				1,409.
35	15,000.		15,418.	-418.				-418.
36	13,000.		13,100.	-100.				-100.
37	10,000.		10,140.	-140.				-140.
38	10,000.		10,135.	-135.				-135.
39	45,000.		45,479.	-479.				-479.
40	25,000.		25,625.	-625.				-625.
41	21,740.		20,856.	884.				884.
42	20,210.		21,306.	-1,096.				-1,096.
43	21,421.		21,340.	81.				81.
44	26,187.		27,237.	-1,050.				-1,050.
45	26,234.		27,556.	-1,322.				-1,322.
46	26,551.		27,049.	-498.				-498.
47	20,000.		21,405.	-1,405.				-1,405.
48	55,385.		57,767.	-2,382.				-2,382.
49	44,803.		42,482.	2,321.				2,321.
50	45,765.		50,305.	-4,540.				-4,540.
51	13,915.		12,200.	1,715.				1,715.
52	58,945.		47,005.	11,940.				11,940.
53	40,930.		40,913.	17.				17.
54	12,040.		12,128.	-88.				-88.
55	20,000.		21,099.	-1,099.				-1,099.
56	10,000.		10,653.	-653.				-653.
57	27,110.		25,603.	1,507.				1,507.
58	12,086.		10,561.	1,525.				1,525.
59	22,716.		21,095.	1,621.				1,621.
60	20,000.		20,570.	-570.				-570.
61	21,242.		20,648.	594.				594.
62	20,400.		19,883.	517.				517.
63	25,000.		23,687.	1,313.				1,313.
64	51,500.		48,667.	2,833.				2,833.
65	27,000.		27,361.	-361.				-361.
66	27,420.		26,945.	475.				475.
67	7,157.		7,350.	-193.				-193.
68	22,915.		19,715.	3,200.				3,200.
69	18,000.		18,293.	-293.				-293.
70	15,000.		15,236.	-236.				-236.
71	25,000.		25,355.	-355.				-355.
72	43,680.		44,901.	-1,221.				-1,221.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
73	5,187.		5,212.	-25.				$ -25.
74	25,984.		26,644.	-660.				-660.
75	20,058.		20,750.	-692.				-692.
76	17,450.		17,181.	269.				269.
77	26,094.		26,862.	-768.				-768.
78	10,885.		11,825.	-940.				-940.
79	20,000.		20,525.	-525.				-525.
80	44,444.		46,605.	-2,161.				-2,161.
81	25,537.		24,150.	1,387.				1,387.
82	28,001.		24,559.	3,442.				3,442.
83	6,489.		6,136.	353.				353.
84	27,257.		25,614.	1,643.				1,643.
85	52,219.		55,298.	-3,079.				-3,079.
86	66,550.		52,276.	14,274.				14,274.
87	15,050.		15,037.	13.				13.
88	10,034.		10,025.	9.				9.
89	15,331.		15,531.	-200.				-200.
90	16,485.		14,900.	1,585.				1,585.
91	10,965.		9,787.	1,178.				1,178.
92	99,539.		65,520.	34,019.				34,019.
93	67,037.		44,611.	22,426.				22,426.
94	39,613.		63,509.	-23,896.				-23,896.
95	3,841.		13,344.	-9,503.				-9,503.
96	70,587.		73,646.	-3,059.				-3,059.
97	32,978.		29,912.	3,066.				3,066.
98	41,380.		32,581.	8,799.				8,799.
99	7,941.		7,059.	882.				882.
100	35,722.		63,826.	-28,104.				-28,104.
101	44,027.		65,129.	-21,102.				-21,102.
102	28,502.		23,891.	4,611.				4,611.
103	57,316.		66,888.	-9,572.				-9,572.
104	35,434.		38,320.	-2,886.				-2,886.
105	89,431.		100,142.	-10,711.				-10,711.
106	73,817.		73,824.	-7.				-7.
107	26,449.		65,776.	-39,327.				-39,327.
108	35,304.		31,260.	4,044.				4,044.
109	35,243.		22,422.	12,821.				12,821.
110	61,476.		62,536.	-1,060.				-1,060.
111	73,475.		63,577.	9,898.				9,898.
112	41,489.		31,898.	9,591.				9,591.
113	50,397.		63,606.	-13,209.				-13,209.
114	96,281.		69,105.	27,176.				27,176.
115	37,653.		71,513.	-33,860.				-33,860.
116	61,084.		72,874.	-11,790.				-11,790.
117	125,180.		96,198.	28,982.				28,982.
118	47,811.		37,365.	10,446.				10,446.
119	48,916.		61,552.	-12,636.				-12,636.
120	122,322.		103,490.	18,832.				18,832.
121	61,781.		80,895.	-19,114.				-19,114.
122	68,310.		75,644.	-7,334.				-7,334.
123	77,793.		62,648.	15,145.				15,145.
124	71,390.		62,409.	8,981.				8,981.
125	30,900.		34,503.	-3,603.				-3,603.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
126	71,459.		76,324.	-4,865.				$ -4,865.
127	81,796.		67,004.	14,792.				14,792.
128	63,395.		76,978.	-13,583.				-13,583.
129	96,243.		94,072.	2,171.				2,171.
							Total	$ 14,632.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	Warren P. and Ava F. Sewell Foundation,
Name:	Richard Meigs
Care Of:	The Meigs Group, PC
Street Address:	411 Alabama Avenue
City, State, Zip Code:	Bremen, GA 30110
Telephone:	770-537-2326
E-Mail Address:	
Form and Content:	Written in letter form
Submission Deadlines:	N/A
Restrictions on Awards:	Primarily charities in Haralson and Carroll Counties, Georgia and East Alabama

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

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Assoc. for Retarded Citizens of Carroll Carrollton, GA 30112	N/A			$ 2,500.
Bowdon Middle School Bowdon, GA 30108	N/A			3,750.
Auburn University Auburn, Al 36830	N/A			16,667.
Bremen City Schools Bremen, GA 30110	N/A			6,000.
BCI Family Association Tallapoosa, GA 30176	N/A			1,000.

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

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Carroll County Humane Society Carrollton, GA 30112	N/A			$ 6,000.
Carroll County COA/West Ga COA Temple, GA 30179	N/A			500.
Haralson County FERST Foundation Bremen, GA 30110	N/A			6,000.
Bremen City Schools Bremen, GA 30110	N/A			5,000.
Haralson County Historical Society Buchanan, GA 30113	N/A			2,000.
Bowdon Baptist Church Bowdon, GA 30108	N/A			10,000.
Buchanan United Methodist Church Buchanan, GA 30113	N/A			1,500.
Feed the Sheep Ministries Bremen, GA 30110	N/A			500.
Murphy Harpst Rome, GA 30165	N/A			6,000.
Mere Christianity Forum, Inc. Greenville, SC 29608	N/A			30,000.
No Longer Bound Bremen, GA 30110	N/A			1,500.
Shepherd Center Foundation Atlanta, GA 30309	N/A			5,000.
The Purpose Center Carrollton, GA 30112	N/A			4,500.
Shiloh United Methodist Church Carrollton, GA 30117	N/A			15,000.
Christ Fellowship Church Carrollton, GA 30117	N/A			500.

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

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Northside Church Atlanta, GA 30305	N/A			$ 4,000.
Bremen Food & Clothing Bank Bremen, GA 30110	N/A			2,000.
Bowdon Elementary School Bowdon, GA 30108	N/A			1,950.
Haralson County Development Authority Waco, GA 30182	N/A			2,200.
Haralson County Council on Aging Bremen, GA 30110	N/A			500.
Oak Grove Baptist Church Carrollton, GA 30117	N/A			5,000.
Carrollton Middle School Carrollton, GA 30117	N/A			3,000.
Central High School Carrollton, GA 30116	N/A			2,000.
First United Methodist Church Bowdon, GA 30108	N/A			8,500.
First United Methodist Church Carrollton, GA 30117	N/A			5,000.
The Peacock & Possum Heritage Arts Cente Tallapoosa, GA 30176	N/A			500.
West Ga Fellowship of Christian Athletes Temple, GA 30179	N/A			1,000.
Temple High School Temple, GA 30179	N/A			2,500.
City of Mt. Zion Mt. Zion, GA 30150	N/A			1,000.
Carroll Co. Child Advocacy Center Carrollton, GA 30117	N/A			7,500.

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

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Carrollton Parks, Recreation & Cultural Carrollton, GA 30112	N/A			$ 2,000.
Inside Ministries Carrollton, GA 30112	N/A			8,235.
Carroll County CASA Carrollton, GA 30112	N/A			1,000.
BRIDGE-Fraternal Order of Police Bremen, GA 30110	N/A			1,000.
The Gresham Cemetery Acworth, GA 30102	N/A			50.
The Sewell Mill Bremen, GA 30110	N/A			12,900.
The Scrap Bin Carrollton, GA 30117	N/A			2,000.
University of West Georgia Foundation Waco, GA 30182	N/A			5,750.
Warren P. Sewell Memorial Library Bowdon, GA 30108	N/A			6,250.
Cystic Fibrosis Foundation Carrollton, GA 30117	N/A			1,000.
Learning Always Means Progress, Inc. Waco, GA 30182	N/A			3,750.
Project Eye-to-Eye New York, NY 10018	N/A			500.
			Total	$ 215,002.