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 JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation
THE FRANCES AND BEVERLY DUBOSE
FOUNDATION, INC.

A Employer identification number
58-1901090

Number and street (or P O box number if mail is not delivered to street address): 4200 NORTHPARKWAY SQ., N.W. BLDG 14
Room/suite: 100

B Telephone number
404-261-9529

City or town, state, and ZIP code
ATLANTA, GA 30327

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)* ▶$ 14,348,858.

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				
	4 Dividends and interest from securities	278,975.	278,975.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<141,140.>			
	b Gross sales price for all assets on line 6a 7,963,278.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	631.	0.		Statement 2
	12 **Total.** Add lines 1 through 11	138,466.	278,975.		
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	10,000.	7,500.		0.
	c Other professional fees				
	17 Interest	226.	226.		0.
	18 Taxes Stmt 4	2,769.	2,769.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	123,857.	123,857.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	136,852.	134,352.		0.
	25 Contributions, gifts, grants paid	677,833.			677,833.
	26 **Total expenses and disbursements.** Add lines 24 and 25	814,685.	134,352.		677,833.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<676,219.>			
	b **Net investment income** (if negative, enter -0-)		144,623.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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11211031 797021 58-1901090 2012.03050 THE FRANCES AND BEVERLY DUB 58-19011

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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			
	2	Savings and temporary cash investments	92,467.	108,075.	108,075.
	3	Accounts receivable ▶ 16,967.			
		Less: allowance for doubtful accounts ▶	9,484.	16,967.	16,967.
	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 6	5,300,553.	5,852,018.	6,378,095.
	c	Investments - corporate bonds Stmt 7	2,456,223.	1,855,015.	1,831,213.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 8	5,711,422.	5,061,855.	6,014,508.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	13,570,149.	12,893,930.	14,348,858.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	13,570,149.	12,893,930.	
	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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	13,570,149.	12,893,930.	
	31	**Total liabilities and net assets/fund balances**	13,570,149.	12,893,930.	

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	13,570,149.
2	Enter amount from Part I, line 27a	2	<676,219.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,893,930.
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	12,893,930.

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				
b	See Attached Statements			
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	7,971,273.		8,112,590.	<141,140.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<141,140.>

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 <141,140.>

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	669,500.	13,461,652.	.049734
2010	646,000.	14,022,821.	.046068
2009	661,050.	13,896,359.	.047570
2008	826,584.	12,915,306.	.064000
2007	947,316.	17,739,508.	.053401

2	**Total** of line 1, column (d)	2	.260773
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	.052155
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,857,569.
5	Multiply line 4 by line 3	5	722,742.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,446.
7	Add lines 5 and 6	7	724,188.
8	Enter qualifying distributions from Part XII, line 4	8	677,833.

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	2,892.
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	2,892.
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	2,892.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,996.		
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	6,996.
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	4,104.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,104. **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 ▶ MR. BEVERLY M. DUBOSE, III Telephone no. ▶404-231-1776
Located at ▶4200 NORTHSIDE PKWY. N.W. BLDG. 14, SUITE 100, AT ZIP+4 ▶30327

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** 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		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	13,885,577.
b	Average of monthly cash balances		1b	183,021.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	14,068,598.
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	14,068,598.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	211,029.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	13,857,569.
6	**Minimum investment return.** Enter 5% of line 5		6	692,878.

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	692,878.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,892.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,892.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	689,986.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	689,986.
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	689,986.

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	677,833.
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	677,833.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	677,833.

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				689,986.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			651,916.	
b Total for prior years: _____, _____, _____		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: ▶ $ 677,833.				
a Applied to 2011, but not more than line 2a			651,916.	
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				25,917.
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				664,069.
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	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 ▶ [X] 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:

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

c Any submission deadlines:

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

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				
ALLIANCE THEATRE 1280 PEACHTREE STREET, N.E. ATLANTA, GA 30309		501(C)	OPERATING FUNDS	
AMERICAN ASSOCIATION FOR STATE AND LOCAL HISTORY 1717 CHURCH STREET NASHVILLE, TN 37203		501(C)	COMMEMORATION OF 150TH ANNIVERSARY OF CIVIL WAR	
AMERICAN CIVIL WAR CENTER 490 TREDEGAR STREET RICHMOND, VA 23219		501(C)	OPERATING COST	
AMERICAN REVOLUTION CENTER 123 CHESTNUT ST., SUITE 401 PHILADELPHIA, PA 19106		501(C)	OPERATING FUNDS/HISTORICAL PRESERVATION	10,000.
ATLANTA BALLET 1400 WEST PEACHTREE ST.NW ATLANTA, GA 30309		501(C)	OPERATING COST	
Total See continuation sheet(s)			▶ 3a	677,833.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities	523000		14	278,975.	
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			03	631.	
8 Gain or (loss) from sales of assets other than inventory	523000		18	<141,140.>	
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.		138,466.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 138,466.

(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).
	MONEY IS USED TO PROVIDE DONATIONS TO OTHER CHARITABLE INSTITUTIONS

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 11/6/13 | Title TREASURER

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
NANCY STALCUP	Nancy Stalcup	10-31-13		P01201490

Firm's name ▶ NANCY STALCUP, CPA | Firm's EIN ▶

Firm's address ▶ 4200 NORTHSIDE PKWY, N.W. ATLANTA, GA 30327 | Phone no. 404-261-9529

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	3915 SH SELECT SECTOR SPDR TR TECHNOLOGY	P	02/01/11	07/17/12
b	375 UNITS RIVA RIDGE OVERSEAS FUND	P	01/29/11	01/28/13
c	2000 SH SELECT SECTOR SPDR T GY	P	02/01/11	02/25/13
d	15000 UNITS CLOUGH OFFSHORE	P	01/29/11	10/04/12
e	13000 UNITS VAN ECK HARD ASSETS 2X	P	01/29/11	08/22/12
f	15000 UNITS GIOVINE INVESTMENTS	P	01/29/11	10/05/12
g	375000 UNITS RIVA RIDGE CAP PTRS	P	01/29/11	10/29/12
h	375 UNITS RIVA RIDGE OVERSEAS FUND	P	01/29/11	04/25/13
i	10570.825 SH DELAWARE DIVERSIFIED INCOME FD	P	01/27/11	07/19/12
j	88366.018 SH DELAWARE DIVERSIFIED INCOME FD	P	01/27/11	10/09/12
k	4661.017 SH DELAWARE DIVERSIFIED INCOME FD	P	09/01/11	10/09/12
l	560 SH SPDR S&P 500 ETF TR UNIT	P	01/27/11	12/12/12
m	2955 UNITS SPDR S&P 500 ETF TR	P	01/27/11	01/24/13
n	1065 UNITS SPDR S&P 500 ETF TR	P	01/28/11	01/24/13
o	185 SH MICHAEL KORS HLDGS	P	08/24/12	11/14/12

	(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	110,076.		103,244.	6,832.
b	376,811.		375,000.	1,811.
c	59,101.		52,743.	6,358.
d	1,280,964.		1,500,000.	<219,036.>
e	1,182,553.		1,300,000.	<117,447.>
f	1,398,544.		1,500,000.	<101,456.>
g	375,551.		375,000.	551.
h	390,750.		375,000.	15,750.
i	99,985.		97,464.	2,521.
j	835,045.		814,744.	20,301.
k	44,045.		44,015.	30.
l	80,459.		72,739.	7,720.
m	441,192.		383,826.	57,366.
n	159,008.		136,763.	22,245.
o	8,877.		9,903.	<1,026.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6,832.
b				1,811.
c				6,358.
d				<219,036.>
e				<117,447.>
f				<101,456.>
g				551.
h				15,750.
i				2,521.
j				20,301.
k				30.
l				7,720.
m				57,366.
n				22,245.
o				<1,026.>

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	
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	

223591
05-01-12

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	110 CORE LAB NV-WASH SALE		10/19/11	10/03/12
b	45 SH ALEXION PHARMACEUTICALS INC	P	01/13/12	10/24/12
c	375 SH ALIGN TECHNOLOGY INC	P	06/19/12	11/07/12
d	170 SH ALIGN TECHNOLOGY INC	P	07/02/12	11/07/12
e	135 SH ALLERGAN INC	P	07/02/12	08/28/12
f	55 SH ALTISOURCE RESIDENTIAL AL CORP	P	12/24/12	12/27/12
g	16 SH ALTISOURCE ASSET MGMT T CORP	P	12/24/12	12/28/12
h	190 SH BE AEROSPACE INC	P	01/10/12	09/27/12
i	5 SH CONCHO RES INC	P	10/14/11	09/05/12
j	70 SH CONCHO RES INC	P	02/09/12	11/12/12
k	90 SH CONCHO RES INC	P	02/21/12	11/12/12
l	5 SH FASTENAL CO	P	09/06/11	07/02/12
m	20 SH GOOGLE INC	P	12/09/11	07/11/12
n	110 SH HAIN CELESTIAL GROUP INC	P	11/07/12	12/06/12
o	165 SH HAIN CELESTIAL GROUP INC	P	11/07/12	12/11/12

	(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	7,995.		8,172.	0.
b	4,310.		3,351.	959.
c	9,542.		13,053.	<3,511.>
d	4,326.		5,951.	<1,625.>
e	11,447.		12,697.	<1,250.>
f	900.		826.	74.
g	1,065.		1,252.	<187.>
h	7,883.		7,950.	<67.>
i	443.		412.	31.
j	5,756.		7,903.	<2,147.>
k	7,401.		10,395.	<2,994.>
l	194.		159.	35.
m	11,406.		12,499.	<1,093.>
n	6,429.		6,772.	<343.>
o	9,431.		10,158.	<727.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				0.
b				959.
c				<3,511.>
d				<1,625.>
e				<1,250.>
f				74.
g				<187.>
h				<67.>
i				31.
j				<2,147.>
k				<2,994.>
l				35.
m				<1,093.>
n				<343.>
o				<727.>

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	120 SH INFORMATICA CORP	P	12/02/11	07/06/12
b	165 SH INFORMATICA CORP	P	03/13/12	07/06/12
c	110 SH LINKEDIN CORP	P	04/18/12	10/18/12
d	105 SH O REILLY AUTOMOTIVE INC	P	12/14/11	08/24/12
e	40 SH OREILLY AUTOMOTIVE INC	P	12/14/11	09/06/12
f	55 SH OREILLY AUTOMOTIVE INC	P	12/15/11	09/06/12
g	85 SH OREILLY AUTOMOTIVE INC	P	05/11/12	09/06/12
h	145 SH OSI SYS INC	P	09/20/12	11/15/12
i	70 SH OSI SYS INC	P	09/27/12	11/15/12
j	210 SH QUALCOMM INC	P	11/28/11	07/11/12
k	205 SH TERADATA CORP	P	12/19/11	10/09/12
l	25 SH TERADATA CORP	P	12/19/11	11/28/12
m	120 SH TERADATA CORP	P	02/09/12	11/28/12
n	55 SH TERADATA CORP	P	05/17/12	11/28/12
o	10 SH CORE LABORATORIES	P	10/19/11	11/08/12

	(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	3,677.		5,485.	<1,808.>
b	5,056.		8,407.	<3,351.>
c	11,675.		11,402.	273.
d	9,157.		8,271.	886.
e	3,388.		3,151.	237.
f	4,658.		4,362.	296.
g	7,199.		8,856.	<1,657.>
h	8,972.		11,100.	<2,128.>
i	4,331.		5,455.	<1,124.>
j	11,372.		11,276.	96.
k	14,817.		10,273.	4,544.
l	1,478.		1,253.	225.
m	7,094.		7,734.	<640.>
n	3,251.		3,668.	<417.>
o	978.		1,021.	<43.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<1,808.>
b				<3,351.>
c				273.
d				886.
e				237.
f				296.
g				<1,657.>
h				<2,128.>
i				<1,124.>
j				96.
k				4,544.
l				225.
m				<640.>
n				<417.>
o				<43.>

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	
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	

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05-01-12

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	50 SH CORE LABORATORIES	P	11/01/11	11/08/12
b	80 SH CORE LABORATORIES	P	09/05/12	11/08/12
c	90 SH ALEXION PHARMACEUTICALS	P	10/05/11	10/23/12
d	15 SH ALEXIOM PHARMACEUTICALS	P	10/05/11	10/24/12
e	10 SH APPLE INC.	P	02/01/11	10/26/12
f	20 SH APPLE	P	02/01/11	11/16/12
g	185 SH BE AEROSPACE INC	P	02/01/11	08/06/12
h	290 SH BE AEROSPACE INC	P	02/01/11	09/27/12
i	15 SH CHIPOTLE MEXICAN GRILL	P	02/01/11	10/17/12
j	75 SH CONCHO RES INC	P	08/16/11	09/05/12
k	65 SH CONCHO RES INC	P	10/14/11	11/12/12
l	200 SH FASTENAL CO	P	06/17/11	07/02/12
m	373.312 SH HEICO CORP	P	02/01/11	07/31/12
n	179.687 SH HEICO CORP	P	02/15/11	07/31/12
o	20 SH INTUITIVE SURGICAL INC	P	02/01/11	09/11/12

	(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	4,890.		5,492.	<602.>
b	7,823.		10,090.	<2,267.>
c	9,113.		5,755.	3,358.
d	1,437.		959.	478.
e	6,079.		3,451.	2,628.
f	10,217.		6,902.	3,315.
g	7,023.		7,177.	<154.>
h	12,032.		11,251.	781.
i	4,347.		3,308.	1,039.
j	6,639.		6,275.	364.
k	5,345.		5,359.	<14.>
l	7,763.		6,568.	1,195.
m	13,415.		12,959.	456.
n	6,457.		6,528.	<71.>
o	9,838.		6,700.	3,138.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<602.>
b				<2,267.>
c				3,358.
d				478.
e				2,628.
f				3,315.
g				<154.>
h				781.
i				1,039.
j				364.
k				<14.>
l				1,195.
m				456.
n				<71.>
o				3,138.

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	
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	

223591
05-01-12

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	280 SH LAS VEGAS SANDS	P	02/01/11	07/24/12
b	405 SH LAS VEGAS SANDS	P	02/01/11	07/27/12
c	25 SH MASTERCARD INC	P	09/06/11	09/19/12
d	100 SH TRANSDIGM GROUP INC	P	06/15/11	07/24/12
e	50 SH TRANSDIGM GROUP INC	P	06/15/11	11/15/12
f	50 SH ULTA SALON COSMETICS & FRAGRANCE INC	P	03/11/11	10/25/12
g	55 SH VMWARE INC	P	02/01/11	10/17/12
h	90 SH VMWARE INC	P	02/01/11	10/19/12
i	110 CORE LABORATORIES INC	P	10/19/11	10/03/12
j	SEE ATTACHED SCHEDULE	P		
k	SEE ATTACHED SCHEDULE	P		
l	150 SH LIQUIDITY SERVICES INC	P	04/16/12	07/02/12
m	135 SH LIQUIDITY SERVICES INC	P	05/01/12	07/02/12
n	CASH IN LIEU-ALTISOURCE ASSET MGMT	P		
o	FROM PARTNERSHIP	P		

	(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	10,801.		13,611.	<2,810.>
b	14,900.		19,687.	<4,787.>
c	11,335.		8,029.	3,306.
d	11,994.		8,193.	3,801.
e	6,263.		4,097.	2,166.
f	4,639.		2,283.	2,356.
g	4,792.		4,772.	20.
h	7,498.		7,809.	<311.>
i	2,998.		3,064.	<66.>
j	302,925.		325,092.	<22,167.>
k	328,288.		250,217.	78,071.
l	5,892.		7,721.	<1,829.>
m	5,302.		7,176.	<1,874.>
n	40.			40.
o			10,438.	<10,438.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<2,810.>
b				<4,787.>
c				3,306.
d				3,801.
e				2,166.
f				2,356.
g				20.
h				<311.>
i				<66.>
j				<22,167.>
k				78,071.
l				<1,829.>
m				<1,874.>
n				40.
o				<10,438.>

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FROM PARTNERSHIP	P		
b	ADJUST COST OF STOCK SOLD	P		
c	Capital Gains Dividends			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	70,204.			70,204.
b			<2,078.>	2,078.
c	42,392.			42,392.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				70,204.
b				2,078.
c				42,392.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	<141,140.>
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

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Pershing Advisor Solutions LLC, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
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Member FINRA, SIPC

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Investment Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Income and Expense Summary

	Current Period Taxable	Current Period Non Taxable	Year-to-Date Taxable	Year-to-Date Non Taxable
Dividend Income				
Equities	356 75	0 00	2,114 58	0 00
Total Dividends, Interest, Income and Expenses	**$356.75**	**$0.00**	**$2,114.58**	**$0.00**

Money Market Fund Detail

Date	Activity Type	Description	Amount	Balance
Sweep Money Market Fund				
DREYFUS TREASURY PRIME INV SH				
Account Number 0000023521 Current Yield 0 00% Activity Ending 06/28/13				
06/01/13	Opening Balance		32,973 15	32,973 15
06/05/13	Deposit	MONEY FUND PURCHASE	4,879 99	37,853 14
06/06/13	Withdrawal	MONEY FUND REDEMPTION	-5,498 53	32,354 61
06/10/13	Deposit	MONEY FUND PURCHASE	8,642 36	40,996 97
06/11/13	Withdrawal	MONEY FUND REDEMPTION	-10,337 36	30,659 61
06/17/13	Withdrawal	MONEY FUND REDEMPTION	-4,776 22	25,883 39
06/21/13	Withdrawal	MONEY FUND REDEMPTION	-10,378 04	15,505 35
06/25/13	Deposit	MONEY FUND PURCHASE	7,929 97	23,435 32
06/28/13	Deposit	MONEY FUND PURCHASE	127 30	23,562 62
06/28/13	**Closing Balance**			**$23,562.62**
Total All Money Market Funds				**$23,562.62**

Schedule of Realized Gains and Losses Year-to-Date

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term							
01/07/13	06/05/12	SELL First In First Out	FRESH MKT INC COM Security Identifier TFM	160 000	9,209 12	7,196 15	-2,012 97
01/08/13	09/14/12	SELL First In First Out	CABOT OIL & GAS CORP Security Identifier COG	120 000	5,484 53	5,881 70	397 17
01/18/13	05/08/12	SELL First In First Out	IDEXX LABS INC COM Security Identifier IDXX	70 000	6,171 50	6,519 80	348 30

[redacted]

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term *(continued)*							
01/31/13	02/29/12	SELL First In First Out	ALEXION PHARMACEUTIC Security Identifier ALXN	55 000	4,622 98	5,191 25	568 27
02/01/13	07/11/12	SELL First In First Out	COVIDIEN PLC SHS NEW B68SQD29 Security Identifier COV	235 000	12,450 57	14,731 80	2,281 23
02/12/13	02/29/12	SELL First In First Out	ALEXION PHARMACEUTIC Security Identifier ALXN	25 000	2,101 36	2,251 12	149 76
02/12/13	03/12/12	SELL First In First Out	ALEXION PHARMACEUTIC Security Identifier ALXN	40 000	3,476 80	3,601 79	124 99
?/12/13	05/23/12	SELL First In First Out	ALEXION PHARMACEUTIC Security Identifier ALXN	85 000	7,690 01	7,653 80	-36 21
02/13/13	08/09/12	SELL First In First Out	ALTSOURCE PORTFOLIO SA COM ISIN#LU0445408270 Security Identifier ASPS	115 000	9,672 58	10,348 63	676 05
02/13/13	10/04/12	SELL First In First Out	ALTSOURCE PORTFOLIO SA COM ISIN#LU0445408270 Security Identifier ASPS	50 000	5,621 57	4,499 40	-1,122 17
02/20/13	11/01/12	SELL First In First Out	EVERBANK FINL CORP C Security Identifier EVER	635 000	9,878 38	9,284 32	-594 06
02/20/13	09/07/12	SELL First In First Out	ULTA SALON COSMETICS CE INC COM Security Identifier ULTA	70 000	7,060 21	6,024 23	-1,035 98
02/26/13	05/17/12	SELL First In First Out	TERADATA CORP DEL CO Security Identifier TDC	170 000	11,336 79	10,374 00	-962 79
03/05/13	06/05/12	SELL First In First Out	FRESH MKT INC COM Security Identifier TFM	55 000	3,165 64	2,350 15	-815 49
03/05/13	06/11/12	SELL First In First Out	FRESH MKT INC COM Security Identifier TFM	205 000	10,890 06	8,759 64	-2,130 42
03/05/13	06/18/12	SELL First In First Out	FRESH MKT INC COM Security Identifier TFM	200 000	10,661 36	8,545 98	-2,115 38
03/13/13	07/26/12	SELL First In First Out	EDWARDS LIFESCIENCES Security Identifier EW	145 000	14,921 22	12,695 46	-2,225 76
03/13/13	08/28/12	SELL First In First Out	EDWARDS LIFESCIENCES Security Identifier EW	40 000	4,020 66	3,502 19	-518 47
03/15/13	11/21/12	SELL First In First Out	FACEBOOK INC CL A Security Identifier FB	515 000	12,525 08	13,673 13	1,148 05
03/27/13	07/30/12	SELL First In First Out	EBAY INC COM Security Identifier EBAY	335 000	15,192 64	17,383 20	2,190 56
04/03/13	11/08/12	SELL First In First Out	TRIMBLE NAV LTD Security Identifier TRMB	215 000	5,621 75	6,150 66	528 91
04/10/13	08/28/12	SELL First In First Out	EDWARDS LIFESCIENCES Security Identifier EW	75 000	7,538 73	6,231 86	-1,306 87

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term *(continued)*							
04/10/13	10/03/12	SELL First In First Out	EDWARDS LIFESCIENCES Security Identifier EW	70 000	7,625 44	5,816 41	-1,809 03
/10/13	01/09/13	SELL First In First Out	EDWARDS LIFESCIENCES Security Identifier EW	65 000	6,059 49	5,400 95	-658 54
04/15/13	02/08/13	SELL First In First Out	ATWOOD OCEANICS INC Security Identifier ATW	310 000	16,814 40	14,391 64	-2,422 76
04/15/13	01/18/13	SELL First In First Out	CUMMINS INC Security Identifier CMI	115 000	13,246 79	12,684 81	-561 98
04/23/13	01/10/13	SELL First In First Out	ULTIMATE SOFTWARE GR M Security Identifier ULTI	100 000	9,927 98	9,203 28	-724 70
04/24/13	05/08/12	SELL First In First Out	IDEXX LABS INC COM Security Identifier IDXX	80 000	7,053 14	6,749 77	-303 37
04/24/13	06/14/12	SELL First In First Out	IDEXX LABS INC COM Security Identifier IDXX	75 000	6,532 00	6,327 90	-204 10
05/23/13	03/11/13	SELL First In First Out	DXP ENTERPRISES INC Security Identifier DXPE	155 000	10,856 11	8,986 51	-1,869 60
06/04/13	06/14/12	SELL First In First Out	SALESFORCE COM INC C Security Identifier CRM	130 000	4,193 14	5,047 01	853 87
~5/11/13	11/08/12	SELL First In First Out	TRIMBLE NAV LTD Security Identifier TRMB	265 000	6,929 13	7,058 69	129 56
06/11/13	11/16/12	SELL First In First Out	TRIMBLE NAV LTD Security Identifier TRMB	230 000	6,109 75	6,126 41	16 66
06/11/13	12/07/12	SELL First In First Out	TRIMBLE NAV LTD Security Identifier TRMB	50 000	1,431 39	1,331 82	-99 57
06/19/13	07/30/12	SELL First In First Out	EBAY INC COM Security Identifier EBAY	185 000	8,389 97	9,716 26	1,326 29
06/25/13	09/27/12	SELL First In First Out	SOLARWINDS INC COM Security Identifier SWI	205 000	11,462 87	7,798 84	-3,664 03
06/25/13	03/05/13	SELL First In First Out	SOLARWINDS INC COM Security Identifier SWI	170 000	10,001 08	6,467 33	-3,533 75
06/27/13	12/07/12	SELL First In First Out	TRIMBLE NAV LTD Security Identifier TRMB	400 000	11,451 16	10,283 17	-1,167 99

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term *(continued)*							
06/27/13	12/11/12	SELL First In First Out	TRIMBLE NAV LTD Security Identifier TRMB	260 000	7,694 29	6,684 06	-1,010 23
Total Short Term					**$325,091.67**	**$302,925.12**	**-$22,166.55**
Long Term							
01/07/13	03/11/11	SELL First In First Out	ULTA SALON COSMETICS CE INC COM Security Identifier ULTA	65 000	2,967 67	6,244 97	3,277 30
01/09/13	02/01/11	SELL First In First Out	CHIPOTLE MEXICAN GRI Security Identifier CMG	35 000	7,718 33	10,299 62	2,581 29
1/15/13	06/15/11	SELL First In First Out	TRANSDIGM GROUP INC Security Identifier TDG	70 000	5,735 17	9,451 51	3,716 34
01/18/13	02/01/11	SELL First In First Out	CATAMARAN CORP COM I 871023 Security Identifier CTRX	120 000	2,932 25	6,258 00	3,325 75
01/18/13	03/11/11	SELL First In First Out	ULTA SALON COSMETICS CE INC COM Security Identifier ULTA	30 000	1,369 70	2,817 62	1,447 92
01/18/13	04/07/11	SELL First In First Out	ULTA SALON COSMETICS CE INC COM Security Identifier ULTA	75 000	3,846 89	7,044 05	3,197 16
01/24/13	10/25/11	SELL First In First Out	UNDER ARMOUR INC CL Security Identifier UA	350 000	13,803 90	15,529 31	1,725 41
01/28/13	02/01/11	SELL First In First Out	APPLE INC COM Security Identifier AAPL	25 000	8,627 62	11,289 74	2,662 12
01/28/13	09/06/11	SELL First In First Out	MASTERCARD INC CL A Security Identifier MA	15 000	4,817 50	7,724 47	2,906 97
01/31/13	01/13/12	SELL First In First Out	ALEXION PHARMACEUTIC Security Identifier ALXN	35 000	2,606 40	3,303 52	697 12
?/06/13	02/01/11	SELL First In First Out	SALESFORCE COM INC C Security Identifier CRM	35 000	4,632 58	5,979 97	1,347 39
02/06/13	08/29/11	SELL First In First Out	SALESFORCE COM INC C Security Identifier CRM 199 day(s) added to your holding period as a result of a wash sale	15 000	2,135 92	2,562 84	426 92
02/20/13	04/07/11	SELL First In First Out	ULTA SALON COSMETICS CE INC COM Security Identifier ULTA	55 000	2,821 06	4,733 33	1,912 27
02/20/13	02/01/11	SELL First In First Out	VMWARE INC CL A COM Security Identifier VMW	190 000	16,485 67	13,957 37	-2,528 30
02/20/13	08/29/11	SELL First In First Out	VMWARE INC CL A COM Security Identifier VMW	100 000	8,686 20	7,345 99	-1,340 21
02/21/13	02/01/11	SELL First In First Out	CONTINENTAL RES INC S2120151012 Security Identifier CLR	20 000	1,296 86	1,614 80	317 94

Pershing Advisor Solutions LLC, a BNY Mellon company
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Investment Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*							
02/21/13	07/15/11	SELL First In First Out	CONTINENTAL RES INC S2120151012 Security Identifier CLR	60 000	4,101 84	4,844 39	742 55
/01/13	02/01/11	SELL First In First Out	APPLE INC COM Security Identifier AAPL	40 000	13,804 19	17,294 41	3,490 22
03/15/13	02/01/11	SELL First In First Out	CATAMARAN CORP COM I 871023 Security Identifier CTRX	190 000	4,642 74	9,914 98	5,272 24
03/15/13	02/01/11	SELL First In First Out	INTUITIVE SURGICAL I Security Identifier ISRG	15 000	5,024 68	6,938 49	1,913 81
04/17/13	02/01/11	SELL First In First Out	APPLE INC COM Security Identifier AAPL	40 000	13,804 19	16,270 11	2,465 92
04/30/13	09/06/11	SELL First In First Out	FASTENAL CO Security Identifier FAST	190 000	6,028 82	9,277 70	3,248 88
04/30/13	10/06/11	SELL First In First Out	FASTENAL CO Security Identifier FAST	205 000	6,978 00	10,010 16	3,032 16
04/30/13	10/14/11	SELL First In First Out	FASTENAL CO Security Identifier FAST	10 000	332 27	488 30	156 03
05/03/13	02/01/11	SELL First In First Out	CATAMARAN CORP COM I 871023 Security Identifier CTRX	180 000	4,398 38	9,449 66	5,051 28
5/07/13	12/06/11	SELL First In First Out	PRICE T ROWE GROUP I Security Identifier TROW	200 000	11,612 12	14,750 60	3,138 48
05/09/13	02/01/11	SELL First In First Out	CATAMARAN CORP COM I 871023 Security Identifier CTRX	270 000	6,597 57	13,877 24	7,279 67
05/13/13	02/01/11	SELL First In First Out	INTUITIVE SURGICAL I Security Identifier ISRG	20 000	6,699 58	9,751 78	3,052 20
05/20/13	11/28/11	SELL First In First Out	QUALCOMM INC Security Identifier QCOM	5 000	268 48	332 00	63 52
05/20/13	01/04/12	SELL First In First Out	QUALCOMM INC Security Identifier QCOM	125 000	6,995 38	8,299 94	1,304 56
05/20/13	03/08/12	SELL First In First Out	QUALCOMM INC Security Identifier QCOM	105 000	6,675 29	6,971 94	296 65
05/30/13	02/01/11	SELL First In First Out	STERICYCLE INC COM Security Identifier SRCL	145 000	11,572 93	15,960 21	4,387 28

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*							
05/31/13	07/15/11	SELL First In First Out	CONTINENTAL RES INC S2120151012 Security Identifier CLR	65 000	4,443 65	5,348 92	905 27
05/31/13	09/29/11	SELL First In First Out	CONTINENTAL RES INC S2120151012 Security Identifier CLR	15 000	745 47	1,234 36	488 89
06/04/13	08/29/11	SELL First In First Out	SALESFORCE COM INC C Security Identifier CRM 199 day(s) added to your holding period as a result of a wash sale	360 000	12,815 50	13,976 35	1,160 85
06/11/13	10/31/11	SELL First In First Out	SOLARWINDS INC COM Security Identifier SWI	165 000	4,799 90	6,512 39	1,712 49
06/11/13	05/17/12	SELL First In First Out	SOLARWINDS INC COM Security Identifier SWI	5 000	223 24	197 35	-25 89
06/17/13	10/14/11	SELL First In First Out	FASTENAL CO Security Identifier FAST	195 000	6,479 27	9,201 78	2,722 51
06/17/13	11/08/11	SELL First In First Out	FASTENAL CO Security Identifier FAST	210 000	8,412 20	9,909 61	1,497 41
06/19/13	05/17/12	SELL First In First Out	SOLARWINDS INC COM Security Identifier SWI	220 000	9,822 35	9,226 04	-596 31
06/25/13	05/17/12	SELL First In First Out	SOLARWINDS INC COM Security Identifier SWI	55 000	2,455 59	2,092 37	-363 22
Total Long Term					**$250,217.35**	**$328,288.19**	**$78,070.84**
Total Short Term and Long Term					**$575,309.02**	**$631,213.31**	**$55,904.29**

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P L 110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered "noncovered," under the new cost basis reporting rules, and marked or denoted as such All other securities in this section are securities which are "covered" under the new cost basis reporting rules Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed

Reporting requirements generally will be phased in over a three-year period, as follows

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury

This Schedule may not reflect all cost basis adjustments necessary for tax reporting purposes, especially for noncovered securities Adjustments to cost basis may have been made for prior income received and subsequently reclassified by the issuer as a return of capital In addition, corporate action events may require adjustments to your original cost basis Return of capital information and cost basis information, as it relates to corporate actions, has been obtained from sources we believe to be reliable

Adjustments to cost basis can be made after year-end, in particular, for return of capital adjustments, but may also include adjustments for corporate action events Therefore there may be differences in cost basis reflected on your monthly client brokerage statement at year end versus any subsequent reports, including your 1099-B or online displays you may have available to you

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ATLANTA BOTANICAL GARDENS 1345 PIEDMONT AVENUE, N.E. ATLANTA, GA 30309		501(C)	OPERATING FUNDS	10,000.
ATLANTA BOTANICAL GARDENS 1345 PIEDMONT AVENUE, N.E. ATLANTA, GA 30309		501(C)	CAPITAL AND ENDOWMENT CAMPAIGN CAPITAL AND ENDOWMENT CAMPAIGN	50,000.
ATLANTA HISTORICAL SOCIETY 130 WEST PACES FERRY RD. ATLANTA, GA 30305		501(C)	ACQUIRE SWORD	
ATLANTA HISTORY CENTER 130 WEST PACES FERRY RD. ATLANTA, GA 30305		501(C)	OPERATING COST	10,000.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY RD. ATLANTA, GA 30305		501(C)	BRIDGE AND QUARRY GARDEN-CAPITAL IMPROVEMENT	
ATLANTA INTERNATIONAL SCHOOL 2890 NORTH FULTON DRIVE ATLANTA, GA 30305		501(C)	CAPITAL CAMPAIGN-UNDESIGNATED FUNDS	
ATLANTA PRESERVATION CENTER 327 ST. PAUL AVE ATLANTA, GA 30312		501(C)	PRESERVATION OF ATLANTA'S SIGINIFICANT ARCH AND HIST	
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PKWY, NW ATLANTA, GA 30327		501(C)	CAPITAL CAMPAIGN	
CENTER FOR PUPPETRY ARTS 1404 SPRING STREET, NW ATLANTA, GA 30309		501(C)	CAPITAL CAMPAIGN	
CHATTAHOCHEE NATURE CONSERVANCY 9135 WILLEO ROAD ROSWELL, GA 30075		501(C)	CAPITAL CAMPAIGN	
Total from continuation sheets				667,833.

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHATTAHOOCHEE RIVERKEEPER 916 JOSEPH LOWERY BLVD. ATLANTA, GA 30318		501(C)	RIVER CLEAN UP AND PRESERVATION	
CHEROKEE GARDEN LIABRARY 130 WEST PACES FERRY RD. ATLANTA, GA 30305				
CIVIL WAR PRESERVATION TRUST 1331 H STREET, N.W. WASHINGTON, DC 20005		501(C)	PRESERVATION OF FLEETWOOD HILL SITE	10,000.
COMMON GOOD 1330 AVENUE OF THE AMERICAS NEW YORK, NY 10019		501(C)	DEVELOP SYSTEM OF MEDICAL JUSTICE	10,000.
CULVER ACADEMY 1300 ACADEMY ROAD #153 CULVER, IN 46511		501(C)	SUMMER SCHOOL SCHOLARSHIPS	
DARROW SCHOOL 110 DARROW RD. NEW LEBANON, NY 12125		501(C)	OPERATING FUNDS	4,000.
FERNBANK MUSEUM OF NATURAL HISTORY 767 CLIFTON ROAD, NE ATLANTA, GA 30307		501(C)	OPERATING FUNDS	4,000.
FORWARD ARTS FOUNDATION 3130 SLATON DRIVE NW ATLANTA, GA 30305		501(C)	SUPPORT OF VISUAL ARTS	
GEORGIA HISTORICAL SOCIETY 1516 PEACHTREE ST. N.E. ATLANTA, GA 30309		501(C)	CREATE EXPANDED ONLINE ACCESS TO GHS COLLECTIONS	75,000.
GEORGIA TRUST FOR HISTORIC PRESERVATION 1516 PEACHTREE ST., N.W. ATLANTA, GA 30309		501(C)	PRESERVATION OF RHODES HALL RENOVATION OF HAY HOUSE	25,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GETTYSBURG FOUNDATION 1195 BALTIMORE PIKE GETTYSBERG, PA 17325		501(C)	PURCHASE OF SPANGLER FARMS	
GETTYSBURG FOUNDATION 1195 BALTIMORE PIKE GETTYSBERG, PA 17325			HISTORIC PRESERVATION	
HIGH MUSEUM OF ART 1280 PEACHTREE STREET, N.E. ATLANTA, GA 30309		501(C)	OPERATING FUNDS OPERATING FUNDS	10,000.
HISTORIC OAKLAND CEMETARY 248 OAKLAND AVENUE SE ATLANTA, GA 30312			CEMETARY PRESERVATION	25,000.
HISTORIC SAVANNAH FOUNDATION 324 EAST STATE STREET SAVANNAH, GA 31401		501(C)	HISTORIC PRESERVATION	
HISTORIC WESTVILLE P.O. BOX 1850 MARTIN LUTHER KING DRIVE LUMPKIN, GA 31815		501(C)(3)	TO CONDUCT STUDY REGARDING RELOCATION	
HOLLINS UNIVERSITY NO STREET ADDRESS ROANOKE, VA 240201629		501(C)	EDUCATION-OPERATIONS	4,000.
IT'S A JOURNEY, INC 180 ALLEN RD. SUITE 201 SOUTH ATLANTA, GA 30328		501(C)	BREAST CANCER WALKATHON	
JUNIOR LEAGUE OF SAVANNAH 3025 BULL STREET SAVANNAH, GA 31401				
LIVEOAK PUBLIC LIABARIES FOUNDATION 2002 BULL STREET SAVANNAH, GA 31401				
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARCH OF DIMES 1776 PEACHTREE ST. SUITE 100 ATLANTA, GA 30309		501(C)	RESEARCH-BIRTH DEFECTS	
MCCAULEY SCHOOL 500 DODDS AVENUE CHATTANOOGA, TN 37404		501(C)	SUSTAINING FUND	1,000.
MT. VERNON LADIES ASSOCIATION P.O.BOX 110 MOUNT VERNON, VA 22121		501(C)	JIM MILLER FELLOWSHIP	25,000.
MUSEUM OF CONTEMPORY ART 75 BENNETT STREET ATLANTA, GA 30309		501(C)	OPERATING FUNDS	
NOTRE DAME HIGH SCHOOL 2701 VERMONT AVE. CHATTANOOGA, TN 37404		501(C)	EDUCATION-OPERATIONS	
ODYSSEY 1424 WEST PACES FERRY RD. NW ATLANTA, GA 30327		501(C)	SUMMER CAMPS FOR LOW INCOME STUDENTS	
OGLETHORPE UNIVERSITY 4484 PEACHTREE RD., N.E. ATLANTA, GA 30319		501(C)	CAPITAL CAMPAIGN	83,333.
OSSABAW ISLAND FOUNDATION 305 FAHM STREET SAVANNAH, GA 31401		501(C)	WET BIOLOGY LAB	25,000.
PACE ACADEMY 966 WEST PACES FERRY ROAD, N.W. ATLANTA, GA 30327		501(C)	CAPITAL CAMPAIGN	
PIEDMONT HOSPITAL 1968 PEACHTREE ROAD, N.W. ATLANTA, GA 30309		501(C)	MARK SILVERMAN CHAIR IN CARDIOLOGY	
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SAVANNAH COLLEGE OF ART AND DESIGN NO STREET ADDRESS SAVANNAH, GA 31402		501(C)	OPERATING FUNDS	
SAVANNAH COUNTRY DAY SCHOOL 824 STILLWOOD DRIVE SAVANNAH, GA 31419		501(C)(3)	CONSTRUCTION OF LOWER SCHOOL BUILDING	
SAVANNAH COUNTRY DAY SCHOOL 824 STILLWOOD DRIVE SAVANNAH, GA 31419		501(C)	ANNUAL OPERATING BUDGET	
SAVANNAH MUSIC FESTIVAL 204 WEST ST. JULIAN STREET, 2ND FLOOR SAVANNAH, GA 31401		501(C)	MUSIC FESTIVAL SUPPORT	
SHEPARD CENTER FOUNDATION 2020 PEACHTREE ROAD NW ATLANTA, GA 30305		501(C)	OPERATING FUNDS	
SOUTHEASTERN HORTICULTURAL SOCIETY 1705 COMMERCE DRIVE NW SUITE 400 ATLANTA, GA 30318		501(C)	HORTICULTURAL AND ENVIRIONMENTAL INTEREST	
SOUTHERN ENVIRONMENTAL LAW CENTER 201 WEST MAIN ST. SUITE 14 CHARLOTTESVILLE, VA 22902		501(C)	LEGAL ENVIRONMENTAL ISSUES	25,000.
SOUTHERN K RANCH, INC 3203 DEMOONEY ROAD COLLEGE PARK, GA 30349		501(C)		
ST. PHILLIPS CATHEDRAL 2744 PEACHTREE RD. NW ATLANTA, GA 30305		501(C)	OPERATING COST	5,000.
TELFAIR MUSEUM OF ART 207 WEST YORK STREET SAVANNAH, GA 31401		501(C)	DESIGN PHASE FOR REINTERPRETATION OF THE OWENS THOMAS HOUSE	25,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE AMERICAN CIVIL WAR CENTER 490 TREDEGAR STREET RICHMOND, VA 23219		501(C)	ANNUAL OPERATING BUDGET	
THE BRIDGE 1559 JOHNSON RD NW ATLANTA, GA 30318		501(C)	SCHOOL OPERATING FUNDS	
THE COLONIAL WILLIAMSBURG FOUNDATION NO STREET ADDRESS WILLIAMSBURG, VA 23187		501(C)	HISTORIC PRESERVATION	500.
THE SOCIETY OF THE CINCINNATI 2118 MASSACHUSETTS AVE, N.W. WASHINGTON, DC 20008		501(C)(3)	OPERATING FUNDS	
THE STUDY HALL AT EMMAUS HOUSE, INC. 1010 CREW STREET ATLANTA, GA 30315		501(C)		
THE WESTMINISTER SCHOOLS 1424 WEST PACES FERRY RD. NW ATLANTA, GA 30327		501(C)	TEACHING FOR TOMORROW CANPAIGN	25,000.
TREDEGAR NATIONAL CIVIL EAR CENTER 490 TREDEGAR STREET RICHMOND, VA 23219		501(C)	HISTORIC PRESERVATION	
TREES ATLANTA 225 CHESTER AVE. ATLANTA, GA 30316		501(C)	CAPITAL CAMPAIGN	
TRUST FOR PUBLIC LANDS 600 WEST PEACHTREE ST. NW ATLANTA, GA 30308		501(C)	PURCHASE OF 26 ACRE NATURE PRESERVE	
TUBMAN AFRICAN AMERICAN MUSEUM 340 WALNUT STREET MACON, GA 30201		501(C)	CAPITAL CAMPAIGN	
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF ALABAMA-BIRMINGHAM AB 1264 1530 3RD AVE S BIRMINGHAM, AL 352940012		501(C)	DISEASE RESEARCH FUND	100,000.
UNIVERSITY OF GEORGIA-THE ARCH FOUNDATION 394 S. MILLEDGE AVENUE, SUITE 100 ATHENS, GA 30602		501(C)(3)	OPERATIONS	1,000.
UNIVERSITY OF SOUTH CAROLINA NO STREET ADDRESS COLUMBIA, SC 29208		501(C)	SCHOLARSHIP FUND	10,000.
VOLUNTEERS FOR LITERACY P.O. BOX 351 CORNELIA, GA 30531		501(C)	PRE SCHOOL PHONICS AND READING PROGRAM	
WASHINGTON & LEE UNIVERSITY NO STREET ADDRESS LEXINGTON, VA 244500303		501(C)	CAPITAL CAMPAIGN	
WASHINGTON & LEE UNIVERSITY NO STREET ADDRESS LEXINGTON, VA 244500303		501(C)	OPERATING FUNDS	10,000.
WESLEYAN SCHOOL 5405 SPAULDING DRIVE NORCROSS, GA 30092		501(C)	EDUCATION-OPERATIONS	
WOMEN'S WAY 123 BROAD STREET, SUITE 1399 PHILADELPHIA, PA 19109		501(C)	WOMEN'S ADVOCACY	
THE AMERICAN HERITAGE SOCIETY 416 HUNGERFORD DRIVE SUITE 216 ROCKVILLE, MD 20850		501(C)	TO PROMOTE LITERACY OF AMERICAN HISTORY	10,000.
BIG BROTHERS BIG SISTERS 1382 PEACHTREE ST, NE ATLANTA, GA 30309		501(C)	CAPITAL IMPROVEMENTS TO NEW FACILITIES	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SOUTHERN CENTER FOR INTERNATIONAL STUDIES P.O. BOX 52789 ATLANTA, GA 30355			FUNDING FOR CATALOGING OF ARCHIVES	25,000.
MERCER UNIVERSITY 1400 COLEMAN AVENUE MACON, GA 31207			SCHOLARSHIPS FOR MEDICAL STUDENTS	5,000.
LES DAMES D'ESCOFFIER INTERNATIONAL P.O. BOX 4961 LOUISVILLE, KY 40204			SCHOLARSHIP FOR COOKING PROFESSIONALS	5,000.
Total from continuation sheets				

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS-PERSHING ADVISOR SOLUTIONS, LLC	8,754.	0.	8,754.
DIVIDENDS-PERSHING ADVISOR SOLUTIONS, LLC	81,071.	2,346.	78,725.
DIVIDENDS-PERSHING ADVISOR SOLUTIONS, LLC	200,988.	40,046.	160,942.
DIVIDENDS-PORTICUS FUND,L.P.	30,554.	0.	30,554.
Total to Fm 990-PF, Part I, ln 4	321,367.	42,392.	278,975.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
OTHER TAX EXEMPT INCOME	631.	0.	
Total to Form 990-PF, Part I, line 11	631.	0.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	10,000.	7,500.		0.
To Form 990-PF, Pg 1, ln 16b	10,000.	7,500.		0.

Form 990-PF	Taxes	Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX	2,769.	2,769.		0.
To Form 990-PF, Pg 1, ln 18	2,769.	2,769.		0.

Form 990-PF	Other Expenses	Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEES	101,265.	101,265.		0.
PORTFOLIO DEDUCTIONS-PARTNERSHIPS	22,592.	22,592.		0.
To Form 990-PF, Pg 1, ln 23	123,857.	123,857.		0.

Form 990-PF	Corporate Stock	Statement 6

Description	Book Value	Fair Market Value
190 SHARES AMAZON.COM INC	36,643.	52,761.
135 SHARES APPLE INC	0.	0.
470 SH BE AEROSPACE INC	28,435.	29,648.
65 SH CHIPOTLE MEXICAN GRILL INC	14,334.	23,683.
485 SH CONTINENTAL RES INC	30,625.	41,739.
225 SH PRICE T ROWE GROUP INC	12,412.	16,470.
350 SH CATAMARAN CORP	8,552.	17,052.
30 SH SALESFORCE INC	968.	1,145.
320 SH STERICYCLE INC	25,673.	35,338.
135 SH TRANSDIGM GROUP INC	11,851.	21,163.
275 SHARES ULTA SALON COSMETICS & FRAGRANCE INC	0.	0.
65 SH INTUITIVE SURGICAL	24,306.	32,899.
GIOVINE INVESTMENT PTRS INC	0.	0.
43706.294 SH MATTHEWS PACIFIC TIGER FD	1,000,000.	1,048,951.
CLOUGH OFFSHORE FUND LTD	0.	0.
MSQUARE BRAZIL VALLUE	300,000.	307,870.
215 SHARES ALLIANCE DATA SYS CORP	22,690.	38,921.
335 SHARES FLEETCOR TECHNOLOGIES	12,845.	27,236.
640 SHARES GARTNER INC	27,608.	36,474.

135 SH LINKEDIN CORP	14,973.	24,070.
90 SH MASTERCARD INC.	29,954.	51,705.
555 SHARES SBA COMMUNICATIONS CORP	30,309.	41,137.
470 SHARES TRACTOR SUPPLY CO	33,072.	55,248.
410 SHARES STARBUCKS CORP	22,673.	26,859.
80 SH COPA HOLDINGS	10,337.	10,490.
925 SH ACADIA HEALTHCARE CO INC	29,318.	30,590.
45 SH ALLIANCE DATA SYS CORP	6,161.	8,146.
325 SH CABELAS INC	21,993.	21,047.
640 SH CABOT OIL & GAS CORP	30,657.	45,453.
275 SH CELGENE CORP	27,863.	32,170.
505 SH DISCOVERY COMMUNICATIONS	33,985.	39,006.
455 SH DUNKIN BRANDS GROUP INC	17,543.	19,483.
315 SH EBAY INC	14,890.	16,292.
985 SH FINANCIAL ENGINES INC	33,948.	44,906.
220 SH FLEETCOR TECHNOLOGIES	9,450.	17,886.
160 SH GARTNER INC	8,408.	9,118.
795 SH GUIDEWIRE SOFTWARE INC	31,117.	33,430.
510 SH KANSAS CITY SOUTHERN	38,100.	54,040.
140 SH LINDEDIN CORP	25,199.	24,962.
190 SH LITHIA MOTORS INC	10,439.	10,129.
575 SH MELCO CROWN ENTMT	13,942.	12,857.
95 SH MERCADOLIBRE INC	11,012.	10,237.
470 SH MONSANTO CO	42,244.	46,436.
400 SH MULTIMEDIA GAMES HLDGS	10,381.	10,428.
110 SH PRICE T ROWE GROUP	7,656.	8,052.
890 SH ROADRUNNER TRANSN SVCS HLDGS	24,377.	24,778.
185 SH SBA COMMUNICATIONS CORP	14,038.	13,712.
225 SH SPS COMMERCE INC	12,168.	12,375.
540 SH SALESFORCE COM INC	20,498.	20,617.
180 SH SHERWIN WILLIAMS	32,220.	31,788.
80 SH TRACTOR SUPPLY CO	6,591.	9,404.
660 SH TRIMBLE NAV	0.	0.
160 SH TYLER TECHNOLOGIES INC	11,223.	10,968.
100 SH ULTIMATE SOFTWARE GR	10,047.	11,729.
205 SH VALMONT INDUSTRIES INC	32,282.	29,333.
100 SH VIRTUS INVT PTRS INC	17,095.	17,627.
690 SH WORKDAY INC	40,369.	44,222.
820 SH GILEAD SCIENCES	33,446.	42,041.
7300 ISHARES TR GLOBAL HEALTHCARE ETF	500,053.	541,733.
18969.394 SH MATTHEWS CHINA FD INSTIT CL	425,000.	403,669.
59684.539 SH BOSTON PTRS LONG/SHORT EQUITY	1,250,030.	1,277,249.
76425.632 SH VANGUARD DIVIDEND GROWTH FD	1,300,015.	1,451,323.
Total to Form 990-PF, Part II, line 10b	5,852,018.	6,378,095.

Form 990-PF	Corporate Bonds	Statement 7

Description	Book Value	Fair Market Value
RIVA RIDGE CAP PTRS, LTS	375,000.	395,400.
38664.323 SH PERFORMANCE TR TOTAL RETURN BOND	880,015.	862,988.
44370.628 SH TEMPLETON GLOBAL BOND FD	600,000.	572,825.
Total to Form 990-PF, Part II, line 10c	1,855,015.	1,831,213.

Form 990-PF	Other Investments	Statement 8

Description	Valuation Method	Book Value	Fair Market Value
PORTICUS FUND, L.P.	COST	1,150,934.	1,458,584.
10685 SPDR S&P 500 ETF TR	COST	1,354,303.	1,714,088.
45975 UNITS SELECT SECTOR SPDR TECH	COST	1,223,889.	1,406,145.
VAN ECK HARD ASSETS 2X FUND LTD	COST	0.	0.
98654.709 SH FAMCO MLP & ENERGY INCOME FD	COST	1,082,879.	1,184,843.
15600 SH FIRST TR ISE REVERE NAT GAS	COST	249,850.	250,848.
Total to Form 990-PF, Part II, line 13		5,061,855.	6,014,508.

Form 990-PF | Part VIII - List of Officers, Directors Trustees and Foundation Managers | Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
FRANCES W. DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	CHAIRMAN, TRUSTEE 0.00	0.	0.	0.
BEVERLY M. DUBOSE, III 4200 NORTHSIDE PARKWAY, N.W. BUILDING 14,STE 100 ATLANTA, GA 30327	TREASURER, TRUSTEE 0.00	0.	0.	0.
DEAN DUBOSE SMITH 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	SECRETARY, TRUSTEE 0.00	0.	0.	0.
H. BRONSON SMITH 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE 0.00	0.	0.	0.
EILEEN ERICKSON DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE 0.00	0.	0.	0.
THOMAS EDWARD LEWIS 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE 0.00	0.	0.	0.
ELIZABETH EGLESTON DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.