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: ANVERSE, INC

A Employer identification number: 58-2507031

Number and street (or P O box number if mail is not delivered to street address): PO BOX 3248 | Room/suite

B Telephone number: 678-721-0251

City or town, state, and ZIP code: CARTERSVILLE, GA 30120-

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: [X] 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) ▶$ 114,848,177.

J Accounting method: ☐ Cash [X] 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	5,529,000.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1.	1.	1.	
	4 Dividends and interest from securities	562,159.	561,217.	562,159.	STATEMENT 1
	5a Gross rents	1,650.	1,650.	1,650.	STATEMENT 2
	b Net rental income or (loss) 1,650.				
	6a Net gain or (loss) from sale of assets not on line 10	2,016,028.			STATEMENT 3
	b Gross sales price for all assets on line 6a 35,142,702.				
	7 Capital gain net income (from Part IV, line 2)		2,015,154.		
	8 Net short-term capital gain			1,162,256.	
	9 Income modifications				
	10a Gross sales less returns and allowances 511.				STATEMENT 4
	b Less Cost of goods sold				
	c Gross profit or (loss)	511.		511.	
	11 Other income	542,437.	0.	542,437.	STATEMENT 5
	12 Total. Add lines 1 through 11	8,651,786.	2,578,022.	2,269,014.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	148,840.	14,884.	14,884.	133,956.
	14 Other employee salaries and wages	2,509,496.	0.	157,043.	2,362,309.
	15 Pension plans, employee benefits	664,747.	0.	27,987.	635,783.
	16a Legal fees STMT 6	205.	0.	64.	149.
	b Accounting fees STMT 7	25,415.	0.	0.	19,276.
	c Other professional fees STMT 8	24,535.	0.	5,435.	20,140.
	17 Interest				
	18 Taxes STMT 9	375.	375.	375.	0.
	19 Depreciation and depletion Stmt 18	2,514,853.	458.	2,662.	
	20 Occupancy	1,320,756.	0.	82,282.	1,230,456.
	21 Travel, conferences, and meetings	20,047.	0.	1,442.	18,230.
	22 Printing and publications				
	23 Other expenses STMT 10	1,505,077.	230,541.	326,845.	1,191,016.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,734,346.	246,258.	619,019.	5,611,315.
	25 Contributions, gifts, grants paid	1,330,588.			1,339,862.
	26 **Total expenses and disbursements.** Add lines 24 and 25	10,064,934.	246,258.	619,019.	6,951,177.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,413,148.>			
	b **Net investment income** (if negative, enter -0-)		2,331,764.		
	c **Adjusted net income** (if negative, enter -0-)			1,649,995.	

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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		206.	206.	206.
	2	Savings and temporary cash investments		6,097,421.	15,440,401.	15,440,401.
	3	Accounts receivable ▶	15,247.			
		Less: allowance for doubtful accounts ▶		15,120.	15,247.	15,247.
	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		25,420.	124,667.	124,667.
	10a	Investments - U.S. and state government obligations STMT 14		9,998,629.	0.	0.
	b	Investments - corporate stock STMT 15		2,540,177.	5,527,497.	5,527,497.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶	40,100.			
		Less accumulated depreciation Stmt 28 ▶	5,492.	35,067.	34,608.	34,608.
	12	Investments - mortgage loans				
	13	Investments - other STMT 16		12,212,381.	10,948,925.	10,948,925.
	14	Land, buildings, and equipment: basis ▶	90,414,696.			
		Less accumulated depreciation Stmt 28 ▶	17,116,828.	75,795,963.	73,297,868.	73,297,868.
	15	Other assets (describe ▶ STATEMENT 17)		9,458,758.	9,458,758.	9,458,758.
	16	**Total assets** (to be completed by all filers)		116,179,142.	114,848,177.	114,848,177.
Liabilities	17	Accounts payable and accrued expenses		82,653.	94,971.	
	18	Grants payable				
	19	Deferred revenue		10,338.	9,184.	
	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)		92,991.	104,155.	
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		116,086,151.	114,744,022.	
	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**		116,086,151.	114,744,022.	
	31	**Total liabilities and net assets/fund balances**		116,179,142.	114,848,177.	

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	116,086,151.
2	Enter amount from Part I, line 27a	2	<1,413,148.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	135,644.
4	Add lines 1, 2, and 3	4	114,808,647.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	64,625.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	114,744,022.

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	PARTNERSHIP CAPITAL GAINS - STMT #26	P		
b	PARTNERSHIP CAPITAL GAINS - STMT #26	P		
c	PUBLICLY TRADED SECURITIES			
d	PUBLICLY TRADED SECURITIES			
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	115,207.			115,207.
b	725,932.			725,932.
c	33,481,314.		32,434,265.	1,047,049.
d	819,336.		692,370.	126,966.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				115,207.
b				725,932.
c				1,047,049.
d				126,966.
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	2,015,154.
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	1,162,256.

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	6,878,715.	23,359,146.	.294476
2010	6,899,431.	26,188,191.	.263456
2009	10,022,094.	28,579,893.	.350669
2008	20,436,478.	40,725,267.	.501813
2007	24,984,970.	70,312,988.	.355339

2 **Total** of line 1, column (d)	2	1.765753
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	.353151
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	23,255,643.
5 Multiply line 4 by line 3	5	8,212,754.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,318.
7 Add lines 5 and 6	7	8,236,072.
8 Enter qualifying distributions from Part XII, line 4	8	6,968,388.

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	46,635.
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	46,635.
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	46,635.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	57,215.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	45,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	102,215.
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	55,580.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	55,580.	**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?	4b	X	
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, MD			
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 ▶ DALE BAUMANN Telephone no. ▶ 678-721-0251

Located at ▶ PO BOX 3248, CARTERSVILLE, GA ZIP+4 ▶ 30120

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		148,840.	32,358.	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
HUGH L BURGER PO BOX 3188, CARTERSVILLE, GA 30120	PROGRAM DIRECTOR 40.00	97,498.	9,893.	0.
TONYA KENNEDY PO BOX 3188, CARTERSVILLE, GA 30120	ACCOUNTING MANAGER 40.00	84,208.	8,463.	0.
MARK S. KRIDER PO BOX 3188, CARTERSVILLE, GA 30120	DIRECTOR CCNFP 40.00	84,790.	3,270.	0.
PATSY H WADE PO BOX 3188, CARTERSVILLE, GA 30120	PROGRAM DIRECTOR 40.00	78,440.	9,249.	0.
EDWARD RUZUMNA PO BOX 3188, CARTERSVILLE, GA 30120	DIR TECH DEVELOPMENT 40.00	78,375.	8,263.	0.
Total number of other employees paid over $50,000			▶	4

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
REICON MANAGEMENT, LLC PO BOX 3248, CARTERSVILLE, GA 30120	MIS & COMPUTER SUPPORT	224,655.
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 SEE STATEMENT 19	2,920,448.
2 SEE STATEMENT 20	193,851.
3 SEE STATEMENT 21	234,888.
4 SEE STATEMENT 22	256,987.

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,101,463.
b	Average of monthly cash balances	1b	7,692,779.
c	Fair market value of all other assets	1c	10,963,333.
d	**Total** (add lines 1a, b, and c)	1d	30,757,575.
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	30,757,575.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 23	4	7,501,932.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,255,643.
6	**Minimum investment return.** Enter 5% of line 5	6	1,162,782.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	6,951,177.
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	17,211.
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	6,968,388.
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	6,968,388.

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)

N/A

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

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 ▶ 07/05/01

b Check box to indicate whether the foundation is a private operating foundation described in section [X] 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	1,162,782.	728,780.	597,121.	1,007,193.	3,495,876.
b 85% of line 2a	988,365.	619,463.	507,553.	856,114.	2,971,495.
c Qualifying distributions from Part XII, line 4 for each year listed	6,968,388.	6,878,715.	6,899,431.	10,028,615.	30,775,149.
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,141,755.	1,379,686.	0.	1,213,468.	3,734,909.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	5,826,633.	5,499,029.	6,899,431.	8,815,147.	27,040,240.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	775,188.	778,638.	872,940.	952,663.	3,379,429.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 **Information Regarding Foundation Managers:**

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

JONATHAN J. OSCHER

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				
AMERICAN CANCER SOCIETY 1599 CLIFTON RD NE ATLANTA, GA 30329	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	150.
AMERICAN HEART ASSOCIATION 1101 NORTHCHASE PARKWAY MARIETTA, GA 30067	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	50.
ATLANTA RONALD MCDONALD HOUSE CHARITIES, INC. 7950 GATEWOOD ROAD, NE ATLANTA, GA 30329	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	25.
BARTOW COUNTY SCHOOL SYSTEM 65 GILREATH ROAD CARTERSVILLE, GA 30121	N/A	GOVERNMENT	HIGH SCHOOL RENAISSANCE PROGRAM	22,500.
BARTOW HEALTH ACCESS PO BOX 201316 CARTERSVILLE, GA 30120	N/A	PUBLIC CHARITY	OPERATING COSTS	72,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,330,589.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a SEE STATEMENT 24		106,029.			305,489.
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	562,159.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	1,650.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			01	2,016,028.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			03	511.	
11 Other revenue:					
a FEDERAL AND STATE TAX					
b REFUNDS			20	21,462.	
c RE-CLASSIFIED PSHIP UBIT		109,457.			
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		215,486.		2,601,811.	305,489.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,122,786.

(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).
1	RENTAL FROM GRAND THEATER IS MINIMAL AMOUNT CHARGED TO HELP RECOVER
	COST OF THEATER OPERATION. GROUPS ARE CHARGED BASED ON ABILITY TO PAY.
	CHARGING RENT ALLOWS FOR MAINTENACE OF A FACILITY IN THE COMMUNITY
	WHICH IS AVAILABLE TO PRESENT LIVE PERFORMANCES
1	ADMISSIONS AND TUITIONS ARE RECEIVED FROM CHILDRENS CAMPS AND
	WORKSHOPS. THESE CAMPS ARE USED TO TEACH CHILDREN SCIENCE AND ART
	THROUGH HANDS ON EXPERIENCES.
1	REVENUES FROM ENRICHMENT PROGRAMS ARE RECEIVED FROM SCHOOL SYSTEMS IN
	EXCHANGE FOR PROVIDING TEACHER RESOURCE CENTER. SCHOOLS OR INDIVIDUALS
	PAY A FEE FOR ACCESS TO RESOURCE CENTER. RESOURCE CENTER PROVIDES
	LESSON AIDS AND MATERIALS FOR USE IN EDUCATION AND CLASSROOM TRAINING.
1	SPACE IN THE CARROLL NONPROFIT CENTER IS PROVIDED TO OTHER NON-PROFIT
	ENTITIES EITHER FREE OF CHARGE OR FOR A NOMINAL RENTAL FEE. THE
	NON-PROFIT ENTITIES PAY A PRO-RATED PORTION OF BUILDING UTILITIES.
1	SPACE IS RENTED IN TRC EDUCATION WING TO REINHARDT COLLEGE IN ORDER
	TO INCREASE TYPE AND NUMBER OF LOCAL COLLEGE LEVEL CLASSES AVAILABLE
	IN BARTOW COUNTY. RENT IS CHARGED AT THE COST OF UTILITIES AND OF
	MAINTAINING SECURITY FOR THE BUILDING.

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: [signature] Date: 5/13/14 Title: EXECUTIVE DIRECTOR

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
DALE R. BAUMANN	DALE R. BAUMANN	05/12/14		P00295904

Firm's name ▶ REICON MANAGEMENT LLC — Firm's EIN ▶ 58-2541334

Firm's address ▶ PO BOX 3248 CARTERSVILLE, GA 30120 — Phone no. 678-721-0251

223622
12-05-12

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

ANVERSE, INC

Employer identification number

58-2507031

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
ANVERSE, INC	58-2507031

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CENTURY BANK 215 EAST MAIN STREET CARTERSVILLE, GA 30120	$ 12,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	JON OSCHER PO BOX 785 CARTERSVILLE, GA 30120	$ 5,516,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
ANVERSE, INC	58-2507031

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
ANVERSE, INC	58-2507031

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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
BARTOW HEALTH ACCESS PO BOX 2044 CARTERSVILLE, GA 30120	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	740.
BOYS & GIRLS CLUB PO BOX 455 CARTERSVILLE, GA 30120	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	25.
BOYS & GIRLS CLUBS OF THE PIEDMONT 1001 COCHRAN STREET STATESVILLE, NC 28677	N/A	PUBLIC CHARITY	GRANT	41,000.
CARTERSVILLE CITY SCHOOLS FOUNDATION PO BOX 3310 CARTERSVILLE, GA 30120	N/A	PUBLIC CHARITY	GATE KEY SCHOLARSHIPS	100,000.
CARTERSVILLE HIGH SCHOOL 320 EAST CHURCH STREET CARTERSVILLE, GA 30120	N/A	GOVERNMENT	MATCHING CONTRIBUTION	50.
CARTERSVILLE SCHOOL SYSTEM 15 NELSON ST CARTERSVILLE, GA 30120	N/A	GOVERNMENT	RENAISSANCE PROGRAM	15,000.
CHEROKEE COUNTY SCHOOL SYSTEM 930 MARIETTA HWY CANTON, GA 30114	N/A	GOVERNMENT	NIGHT SCHOOL SCHOLARSHIPS	15,000.
DOUGLAS STREET HANDS OF CHRIST 219 DOUGLAS STREET CARTERSVILLE, GA 30120	N/A	FAITH-BASED ORG	AFTER-SCHOOL PROGRAM OPERATING COSTS	235,572.
ETOWAH SCHOLARSHIP FOUNDATION PO BOX 1239 CARTERSVILLE, GA 30120	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION/SCHOLARSH	1,025.
ETOWAH SCHOLARSHIP FOUNDATION PO BOX 1239 CARTERSVILLE, GA 30120	N/A	PUBLIC CHARITY	OPERATING COSTS	120,000.
Total from continuation sheets				1,235,364.

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
FIRST PRESBYTERIAN HANDS OF CHRIST 183 W MAIN STREET CARTERSVILLE, GA 30120	N/A	FAITH-BASED ORG	AFTER-SCHOOL PROGRAM OPERATING COSTS	315,600.
GEORGIA MUSEUMS INC 501 MUSEUM DRIVE CARTERSVILLE, GA 30120	COMMON BOARD MEMBERS	PUBLIC CHARITY	MATCHING CONTRIBUTION	1,974.
GEORGIA MUSEUMS INC 501 MUSEUM DRIVE CARTERSVILLE, GA 30120	COMMON BOARD MEMBERS	PUBLIC CHARITY	GRANT FOR CAPITAL EXPEDITURES	186,860.
GOOD NEIGHBOR SHELTER PO BOX 664 CARTERSVILLE, GA 30120	N/A	PUBLIC CHARITY	OCCUPANCY COSTS	36,000.
GOOD NEIGHBOR SHELTER PO BOX 664 CARTERSVILLE, GA 30120	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	725.
GOOD SAMARTIAN HEALTH CENTER 3458 FREY LAKE RD KENNESAW, GA 30144	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	50.
HEALTHREACH COMMUNITY CLINIC P.O. BOX 1265 MOORESVILLE, NC 28115	N/A	PUBLIC CHARITY	COMPUTERS	2,400.
MOSTLY MUTTS ANIMAL RESCUE AND ADOPTIONS, INC. 2774 NORTH COBB PARKWAY, SUITE 109-189 KENNESAW, GA 30152	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	50.
MOUNTAIN CONSERVATION TRUST 104 N MAIN ST #3B JASPER, GA 30143	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	100.
NEW FRONTIER OF BARTOW COUNTY PO BOX 1891 CARTERSVILLE, GA 30120	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	50.
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
PREVENT CHILD ABUSE PICKENS 1222-C EAST CHURCH STREET JASPER, GA 30143	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	270.
PUERTO RICO COMMUNITY FOUNDATION PO BOX 70362 SAN JUAN, PR 00909	N/A	PUBLIC CHARITY	FUNDS TO SUPPORT NON-PROFIT AGENCIES	159,953.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZE, SUITE 240 ATLANTA, GA 30303	N/A	PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	135.
THE HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET, NW WASHINGTON, DC 20037	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	50.
UNITED WAY BARTOW COUNTY 23 WEST MAIN STREET CARTERSVILLE, GA 30120	N/A	PUBLIC CHARITY	MATCHING CONTRIBUTION	235.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS DIVIDENDS	92,992.	0.	92,992.
GOLDMAN SACHS INTEREST	14,528.	0.	14,528.
PARTNERSHIP DIVIDENDS STMNT # 26	306,825.	0.	306,825.
PARTNERSHIP INTEREST STMNT#26	146,872.	0.	146,872.
PARTNERSHIP TAX-EXEMPT INTEREST	942.	0.	942.
TOTAL TO FM 990-PF, PART I, LN 4	562,159.	0.	562,159.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BUILDING	1	1,650.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,650.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP CAPITAL GAINS - STMT #26	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
115,207.	0.	0.	0.	115,207.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP CAPITAL GAINS - STMT #26	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
725,932.	0.	0.	0.	725,932.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,481,314.	32,434,265.	0.	0.	1,047,049.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
819,336.	692,370.	0.	0.	126,966.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AUTOMOBILE SCRAPPED	PURCHASED		02/01/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
913.	0.	0.	0.	913.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NETWORK CONNECTION CABLE SCRAPPED	PURCHASED		12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	3.	0.	0.	<3.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TRIMMER AND BLOWER SCRAPPED	PURCHASED		12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	14.	0.	0.	<14.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LIBRARY BOOKS SCRAPPED	PURCHASED		12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	22.	0.	0.	<22.>

NET GAIN OR LOSS FROM SALE OF ASSETS	2,016,028.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,016,028.

FORM 990-PF	INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10	STATEMENT 4

INCOME

1. GROSS RECEIPTS	511	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		511
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4)		511
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		511

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	
9. MERCHANDISE PURCHASED	
10. COST OF LABOR	
11. MATERIALS AND SUPPLIES	
12. OTHER COSTS	
13. ADD LINES 8 THROUGH 12	
14. INVENTORY AT END OF YEAR	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)	

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GRAND THEATRE RENTAL	42,318.	0.	42,318.
ADMISSIONS	27,448.	0.	27,448.
CAMP TUITION	25,988.	0.	25,988.
ENRICHMENT PROGRAMS	82,438.	0.	82,438.
EDUCATIONAL PROGRAMS	15,029.	0.	15,029.
CARROLL NONPROFIT CENTER PROGRAMS	98,594.	0.	98,594.
ADVERTISING	106,029.	0.	106,029.
TRC EDUCATION WING RENT	13,674.	0.	13,674.
FEDERAL AND STATE TAX REFUNDS	21,462.	0.	21,462.
RE-CLASSIFIED PSHIP UBIT	109,457.	0.	109,457.
TOTAL TO FORM 990-PF, PART I, LINE 11	542,437.	0.	542,437.

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	205.	0.	64.	149.
TO FM 990-PF, PG 1, LN 16A	205.	0.	64.	149.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WINDHAM BRANNON, PC	25,415.	0.	0.	19,276.
TO FORM 990-PF, PG 1, LN 16B	25,415.	0.	0.	19,276.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RADIO AND GENERAL CONSULTING	17,500.	0.	5,435.	13,105.
FIDELITY	7,035.	0.	0.	7,035.
TO FORM 990-PF, PG 1, LN 16C	24,535.	0.	5,435.	20,140.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	375.	375.	375.	0.
TO FORM 990-PF, PG 1, LN 18	375.	375.	375.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOOD	2,348.	0.	953.	1,318.
EDUCATIONAL PROGRAM SUPPLIES	87,144.	0.	58,121.	33,763.
CAMP EXPENSES	18,875.	0.	18,772.	<412.>
ENRICHMENT EXPENSES	92,069.	0.	38,039.	54,030.
TICKETING/HOSTS	1,735.	0.	862.	1,025.
RADIO TOWER EXPENSES	4,685.	0.	1,455.	3,495.
VOLUNTEER EXPENSES	6,427.	0.	289.	6,084.
BENEVOLENCE PROGRAM	28,495.	0.	0.	28,495.
RADIO PROGRAMMING	4,175.	0.	0.	4,175.
CONTRACT LABOR	13,777.	0.	705.	13,308.
PRE-EMPLOYMENT EXPENSE	1,268.	0.	0.	1,307.
STAFF DEVELOPMENT	10,284.	0.	70.	9,964.
INSURANCE	148,908.	0.	1,738.	147,687.
PAYROLL SERVICE	12,522.	0.	0.	12,522.
MARKETING	218,896.	0.	5,197.	209,577.
OFFICE SUPPLIES	22,710.	0.	499.	21,367.
POSTAGE	10,592.	0.	290.	10,263.
EQUIP REPAIRS & MAINTNCE	17,589.	0.	1,176.	16,769.

BOOKS & PERIODICALS	618.	0.	0.	574.
DUES & SUBSCRIPTIONS	20,841.	0.	271.	20,943.
MEALS & ENTERTAINMENT	4,505.	0.	194.	4,384.
BANK SERVICE EXPENSE	33,614.	0.	1,326.	32,290.
TOOLS HARDWARE & EQUIP EXP	7,506.	0.	600.	6,476.
COMPUTER EXPENSE	33,398.	0.	1,916.	31,717.
MIS FEES	224,655.	0.	0.	246,823.
LICENSES & OTHER TAXES	48,700.	40,087.	1,789.	46,246.
UNIFORMS	12,559.	0.	0.	12,435.
VEHICLE EXPENSES	18,217.	0.	259.	17,325.
PARTNERSHIP MGMT FEE EXPENSE	27,284.	25,480.	27,284.	<317.>
BENEFIT PLAN EXPENSE	1,413.	0.	66.	1,349.
EXHIBIT EXPENSE	43,787.	0.	0.	42,469.
MUSEUM MEMBER EXPENSE	22,628.	0.	0.	22,628.
MISCELLANEOUS	<3,605.>	0.	0.	<3,429.>
AMORTIZATION	373.	0.	0.	0.
PARTNERSHIP PASS-THROUGH	164,974.	164,974.	164,974.	0.
MAINTENANCE FEES	132,501.	0.	0.	125,756.
THEATER	1,146.	0.	0.	1,146.
LIBRARY	200.	0.	0.	200.
TV STUDIO	843.	0.	0.	843.
RESEARCH	175.	0.	0.	175.
COLLECTION CONSERVATION	3,792.	0.	0.	3,792.
EDUCATION COLLECTION EXPENSE	14.	0.	0.	14.
INSTRUCTORS	2,440.	0.	0.	2,440.
TO FORM 990-PF, PG 1, LN 23	1,505,077.	230,541.	326,845.	1,191,016.

FOOTNOTES STATEMENT 11

PAGE 5, PART VII-B, QUESTION 1(A)(3)
THE FOUNDATION WAS PROVIDED SPACE FREE OF CHARGE BY PARTNERSHIP IN WHICH JONATHAN OSCHER IS GENERAL PARTNER.

PAGE 5, PART VII-B, QUESTION 1(A)(4)
ANVERSE INC PAID ORDINARY AND REASONABLE COMPENSATION TO MARTY SONENSHINE, EXECUTIVE DIRECTOR OF THE FOUNDATION, FOR SERVICES PROVIDED AS AN EMPLOYEE. ANVERSE INC PROVIDED MEDICAL COVERAGE UNDER GROUP MEDICAL PLAN TO SOME DIRECTORS

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 12

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON PUBLIC EQUITY INVESTMENTS	135,644.
TOTAL TO FORM 990-PF, PART III, LINE 3	135,644.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 13

DESCRIPTION	AMOUNT
NONDEDUCTIBLE EXPENSES	3,268.
UNREALIZED GAIN ON PRIVATE EQUITY	61,357.
TOTAL TO FORM 990-PF, PART III, LINE 5	64,625.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 14

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS STMT 27 PG 1	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 15

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES AND OTHER INVESTMENTS- STMT 27 PG 2	5,527,497.	5,527,497.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,527,497.	5,527,497.

FORM 990-PF OTHER INVESTMENTS STATEMENT 16

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	COST	25,553.	25,553.
INVESTMENTS IN PRIVATE EQUITY	FMV	10,923,235.	10,923,235.
ACCRUED INTEREST	COST	137.	137.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,948,925.	10,948,925.

FORM 990-PF OTHER ASSETS STATEMENT 17

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK	8,271,829.	8,271,829.	8,271,829.
COLLECTION	1,148,061.	1,148,061.	1,148,061.
LIBRARY	38,868.	38,868.	38,868.
TO FORM 990-PF, PART II, LINE 15	9,458,758.	9,458,758.	9,458,758.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JONATHAN J. OSCHER PO BOX 785 CARTERSVILLE, GA 30120	PRESIDENT 20.00	0.	7,778.	0.
LORRAINE MCCLAIN PO BOX 785 CARTERSVILLE, GA 30120	VICE PRESIDENT 5.00	0.	0.	0.
DOROTHY OSCHER PO BOX 785 CARTERSVILLE, GA 30120	VICE PRESIDENT 10.00	0.	7,778.	0.
FORREST MCCLAIN PO BOX 785 CARTERSVILLE, GA 30120	SECRETARY/TREASURER 20.00	0.	0.	0.
DAVID AIKEN PO BOX 785 CARTERSVILLE, GA 30120	DIRECTOR 1.00	0.	6,336.	0.
MARTY SONENSHINE PO BOX 3188 CARTERSVILLE, GA 30120	EXECUTIVE DIRECTOR 40.00	148,840.	10,466.	0.
EARLINE BURKE PO BOX 3248 CARTERSVILLE, GA 30120	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		148,840.	32,358.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 19

ACTIVITY ONE

ANVERSE HAS BUILT AND OPERATES THREE MUSEUMS IN CONJUNTION WITH GEORGIA MUSEUMS, INC. TELLUS SCIENCE MUSEUM & BOOTH ART MUSEUM ARE LOCATED IN 2 SEPARATE 120,000 SQ FT FACILITIES OWNED BY ANVERSE. BOTH MUSEUMS ARE AFFILIATES OF THE SMITHSONIAN AND SERVE OVER A COMBINED 240,000 VISITORS A YEAR. THE BARTOW HISTORY MUSEUM PROVIDES EXHIBITS AND PROGRAMS ON EVENTS AND HISTORY OF THE BARTOW COUNTY AREA.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	2,920,448.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 20

ACTIVITY TWO

THE GRAND THEATER IS OPERATED BY ANVERSE TO PROVIDE A PERFORMING ARTS VENUE FOR THE COMMUNITY. ANVERSE STAFF PRODUCES LOCAL SHOWS AS A MEANS OF INCREASING COMMUNITY INVOLVEMENT AND AWARENESS AND CONDUCTS ANNUAL CONCERT SERIES TO BRING LIVE PERFORMANCE TO THE COMMUNITY. THE FACILITY IS ALSO RENTED TO LOCAL GROUPS ON AN ABILITY TO PAY BASIS. ANVERSE STAFF ALSO CONDUCTS SUMMER CAMPS AND WORKSHOPS DURING SCHOOL YEAR FOR CHILDREN.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	193,851.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 21

ACTIVITY THREE

CARROLL NONPROFIT CENTER PROVIDES OFFICE AND CONFERENCE SPACE TO OTHER NONPROFIT ORGANIZATIONS EITHER FREE OF CHARGE OR FOR A NOMINAL RENTAL FEE. INDIVIDUALS NEEDING THE SERVICES OF THE LOCAL AGENCIES ARE ABLE TO GO TO ONE LOCATION AND UTILIZE MULTIPLE AGENCIES ALLOWING FOR MORE EFFICIENCY IN SERVING THE CLIENTELE OF THE AGENCIES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	234,888.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 22

ACTIVITY FOUR

ANVERSE OPERATES A LOCAL AM RADIO STATION WHICH PROVIDES BROADCAST OF LOCAL GOVERNMENT MEETINGS, SCHOOL SPORTING EVENTS, AND COMMUNITY SERVICE PROGRAMS WHICH WOULD OTHERWISE NOT BE AVAILABLE.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 4	256,987.

FORM 990-PF CASH DEEMED CHARITABLE EXPLANATION STATEMENT STATEMENT 23
PART X, LINE 4

CASH DEEMED HELD FOR CHARITABLE ACTIVITIES HAS BEEN ADJUSTED TO REFLECT AMOUNTS REQUIRED FOR THE NORMAL AND CURRENT DISBURSEMENTS DIRECTLY CONNECTED WITH THE DAILY OPERATION OF THE FOUNDATION'S PROGRAMS, AS WELL AS CAPITAL EXPENDITURES. THE FOUNDATION DOES NOT USE OUTSIDE FINANCING. CASH HAS BEEN ADJUSTED FOR AMOUNTS BUDGETED FOR OPERATIONS AND CAPITAL EXPENDITURES.

FORM 990-PF PROGRAM SERVICE REVENUE STATEMENT 24

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
GRAND THEATRE RENTAL					42,318.
ADMISSIONS					27,448.
CAMP TUITION					25,988.
ENRICHMENT PROGRAMS					82,438.
EDUCATIONAL PROGRAMS					15,029.
CARROLL NONPROFIT CENTER PROGRAMS					98,594.
ADVERTISING	541800	106,029.			
TRC EDUCATION WING RENT					13,674.
TOTAL TO FORM 990-PF, PG 12, LINE 1		106,029.			305,489.

GENERAL EXPLANATION STATEMENT 25

QUESTION 1(A)(3):

THE FOUNDATION WAS PROVIDED SPACE FREE OF CHARGE BY PARTNERSHIP IN WHICH JONATHAN OSCHER IS GENERAL PARTNER.

QUESTION 1(A)(4):

ANVERSE, INC. PAID ORDINARY AND REASONABLE COMPENSATION TO MARTY SONENSHINE, EXECUTIVE DIRECTOR OF THE FOUNDATION, FOR SERVICES RENDERED AS AN EMPLOYEE. ANVERSE, INC. PROVIDED MEDICAL COVERAGE UNDER GROUP MEDICAL PLAN TO SOME DIRECTORS.

Anverse, Inc.
58-2507031
6-30-13 990PF
Statement # 26
Reclassification of Partnership Income

Partnership Name	Interest Income Form K-1 line 5	Dividend Income Form K-1 line 6a	Short term Gain Form K-1 line 8	Long Term Gain Form K-1 line 9
AEA Mezzanine (Unleveraged) Fund, L.P	3,425.00	847.00		7,948 00
Audax Mezzanine Fund II, L.P.	10,546.00	967 00	566.00	5,387 00
Audax Private Equity Fund III, LP	15 00	1,110.00		(15,800 00)
Berkshire Multi-Family		3,314 00		
C/R UK Ethanol Investment Partnership, LP				(25,953 00)
Carlyle/Riverstone Renewable Energy Infrastructure Fund I, LP	5 00			
Carlyle/Riverstone TE Partners III, LP	34 00			(338 00)
Carlyle/Riverstone TE Knight, LP		1,369.00		21,496.00
C/R TE Partners III (Cayman), LP	3 00	28.00		121 00
Carlyle Europe Partners III, LP	33 00	4,117.00	(693.00)	14,481 00
Carlyle Mezzanine Partners, L.P.	6,933.00	160 00		(29,419.00)
Carlyle Partners V Cayman, LP	740 00	3,338.00		
Carlyle Partners V SA3 Cayman, LP	17 00			14,043 00
Carlyle Partners V RPK LP	117 00			
Carlyle Partners V GW		159.00		
CPV US		17,735 00		
Carlyle Partners V, LP		10,253.00	26 00	
CRP V AIV, LP	26.00			(3 00)
Carlyle Realty Partners V, LP	10,282 00		5 00	2,300 00
Carlyle Strategic Partners II, LP	4,895 00	1,725 00	924 00	59,220 00
Carlyle Strategic Partners II (Cayman), LP	4,995 00	10,188 00		1,940 00
CSP II Mars Partners	499.00			(4,450 00)
Cortec Group Fund IV, L.P	583 00			135,479 00
CSFB Strategic Partners III, LP	11,454.00	42,498 00	13,912 00	138,278 00
DLJ Real Estate Capital Partners III, L P	525.00	29 00		3,554 00
Francisco Partners II, L.P	486 00	2,652 00		11,168 00
Francisco Partners II Cayman, L.P	94.00		1 00	514 00
JLL Fund V, LP	294 00			53 00
Madison Dearborn Capital Parnters V-C, L P.	34 00	217.00	68 00	18,596 00
MatlinPatterson Global Opportunities Partners III, LP	457 00		89 00	65,490 00
MHR Institutional Partners III LP	20 00	9,304 00		21,021 00
IP III Blocker-I, LP	263.00		2 00	5,221 00
North American Real Estate Partners II, L P	1,663 00			
Private Advisors Coinvestment Fund, LP	968.00	257 00		(2,170 00)
Regiment Capital Special Situations Fund IV, LP	3,832.00		(3 00)	(234 00)
Saw Mill Capital Partners, LP	7 00	30,785 00		
Silver Lake Partners III, LP	414.00	2,038.00		807 00
Sovereign Axis Assets, LLC	52,999.00	36,377.00	4,255 00	118,465 00
Spire Capital Partners II, LP	1.00	833.00		70,143 00
Tiger Global Private Investment Partners IV, LP	116.00	6,627.00		22,928 00
Timbervest Partners II, LP	1,635.00			
Tower Square Capital Partners II-B, L.P	10,120.00			(1,722 00)

Anverse, Inc.
58-2507031
6-30-13 990PF
Statement # 26
Reclassification of Partnership Income

Partnership Name	Interest Income Form K-1 line 5	Dividend Income Form K-1 line 6a	Short term Gain Form K-1 line 8	Long Term Gain Form K-1 line 9
Trilantic IV, LP	22 00			22,788 00
Trilantic IV Offshore AIV (A), LP		5,373.28		
Trilantic IV Onshore AIV (A), LP	3 00			(118 00)
WCP Real Estate Fund I, LP	3,103.00			870 00
Welsh, Carson, Anderson & Stowe X, L.P.	356 00	6,988.00		13,800 00
WCAS X-DP LP				2,672 00
Blackstone TE Mezzanine Feeder Fund II, LP		16,351.00		
Blackstone Mezz Partners II USS	3,918			
GS Private Equity Partners Asia (Offshore), LP		4,055.51		
GS Vintage Fund IV Offshore,LP		20,579.00		
Sovereign Axis International, Ltd.				(2,014 68)
Zephyr Recovery (Cayman) II-A, LP		8,141 00		
Golden Tree Offshore Fund, Ltd		17,599.65		
Harbinger Capital Partners Offshore Fund I, Ltd.				2,283 45
Oak Hill Credit Opportunities Fund, Ltd		35,599.47		
Regiment Capital, Ltd.		1,511.35		
Stanfield Offshore Leverage Assets I				(8,135 92)
Teewinot Fund I, Ltd.				3,042 53
AT MLP Fund, LLC	10,940.00	3,700 00	96,055 00	31,756 00
Total Private Equity Partnerships	146,872	306,825	115,207	725,507

Anverse, Inc. 58-2507031
2012 Form 990-PF 6/30/13
Part II LN 10 STMT 27

Security	Quantity	How Acquired	Market Value
GOVERNMENT BONDS			
			-
Part II LN 10a			-
SECURITIES AND OTHER INVESTMENTS			
APOLLO INVESTMENT CORP 6.875% PFD	2,000		49,300.00
ARES SENIOR CREDIT STRATEGIES FUND	2,000		37,580.00
Atlantic Trust MLP Fund	1,597		435,853.60
BLACKROCK MULTI-SECTOR INCOME TRUST	2,500		43,900.00
BROOKFIELD MTGE OPP INC FUND	2,000		36,920.00
CAPITAL ACQUISITION CORP II	3,000		30,300.00
DOUBLELINE INCOME SOLNS FUND	2,000		46,420.00
GE HYBRID 6.25% FIXED TO FLOATING CALL @ $100 12/15/22 3.125% Due 12-31-99	100,000		106,113.00
GOLUB CAP BDC INC COM	1,000		17,500.00
GUGGENHEIM CREDIT ALLOCATION FUND	1,000		25,010.00
GUGGENHEIM S&P EQUAL WT ETF	5,000		306,350.00
INTL BUSINESS MACHINES CORP CM	300		57,333.00
INTL PAPER CO COM	2,100		93,051.00
ISHRES IBXX HI PUT OPT 93.0000 01172015	(100)		(133,000.00)
MEDTRONIC INC COM	1,700		87,499.00
NORTHROP GRUMMAN CORP CMN	1,000		82,800.00
OFS CAPITAL CORPORATION	5,000		59,500.00
OIL SERVICE HOLDRS TRUST CMN	1,500		64,170.00
PAYCHEX INC COM	2,000		73,020.00
PHILIP MORRIS INTL INC CMN	800		69,296.00
SPDR S&P 500 ETF TRUST SPDR	28,600		4,588,012.00
SPDR S&P500 TR CLL OPT140.0000 12212013	(20)		(44,500.00)
SPDR S&P500 TR CLL OPT145.0000 12212013	(20)		(36,030.00)
SPDR S&P500 TR CLL OPT150.0000 12202014	(20)		(37,120.00)
SPDR S&P500 TR CLL OPT157.0000 12312013	(10)		(9,235.00)
SPDR S&P500 TR CLL OPT165.0000 12202014	(50)		(50,225.00)
SPDR S&P500 TR CLL OPT170.0000 12192015	(30)		(36,195.00)
SPDR S&P500 TR CLL OPT175.0000 12192015	(10)		(10,075.00)
SPDR S&P500 TR CLL OPT180.0000 12192015	(10)		(8,320.00)
SPDR S&P500 TR CLL OPT185.0000 01172015	(50)		(16,800.00)
SPDR S&P500 TR CLL OPT190.0000 12192015	(10)		(5,425.00)
SPDR S&P500 TR PUT OPT140.0000 12202014	(10)		(8,420.00)
SPDR S&P500 TR PUT OPT142.0000 01172015	(20)		(18,670.00)
SPDR S&P500 TR PUT OPT145.0000 12202014	(10)		(9,900.00)
SPDR S&P500 TR PUT OPT149.0000 03222014	(10)		(6,385.00)
SPDR S&P500 TR PUT OPT150.0000 12192015	(10)		(17,075.00)
SPDR S&P500 TR PUT OPT150.0000 12202014	(110)		(127,875.00)
SPDR S&P500 TR PUT OPT152.0000 03222014	(10)		(7,295.00)
SPDR S&P500 TR PUT OPT155.0000 06212014	(10)		(10,290.00)
SPDR S&P500 TR PUT OPT155.0000 12192015	(120)		(230,940.00)

Anverse, Inc. 58-2507031
2012 Form 990-PF 6/30/13
Part II LN 10 STMT 27

Security	Quantity	How Acquired	Market Value
SPDR S&P500 TR PUT OPT155.0000 12202014	(100)		(135,650.00)
SPDR S&P500 TR PUT OPT160.0000 01172015	(100)		(161,650.00)
SPDR S&P500 TR PUT OPT160.0000 12192015	(10)		(21,620.00)
UNION PACIFIC CORP. CMN	500		77,140.00
UNITED PARCEL CLL OPT 75.0000 01182014	20		24,150.00
UNITED PARCEL CLL OPT 82.5000 01182014	(4)		(2,460.00)
UNITED PARCEL CLL OPT 85.0000 01182014	(4)		(1,840.00)
UNITED PARCEL CLL OPT 87.5000 01182014	(4)		(1,340.00)
UNITED PARCEL CLL OPT 90.0000 01182014	(4)		(928.00)
US BANCORP DEL COM NEW	2,300		83,145.00
VERISK ANALYTICS INC CL A	1,600		95,520.00
VF CORP CMN	450		86,877.00

Part II LN 10b 5,527,497

Anverse, Inc

58-2507031

6-30-13 990PF

Depreciation/Amortiztion Detail

Statement 28

Group	Date In Service	Cost Beginning	Cost Acquisitions	Cost Disposals	Cost Ending	Depreciation Prior	Book Method	Book Period	Depreciation Additions	Depreciation Reductions	Depreciation Ending	Net Book Value
Investment Assets												
BUILDINGS	12/28/00	18,300			18,300	5,034	S/L	40 00	458		5,492	12,809
LAND	12/30/00	21,800			21,800	-	Land	-	-		-	21,800
Part II, LN 11		40,100	-	-	40,100	5,034			458	-	5,492	34,609

Land, Buildings, and Equipment		Cost Beginning	Cost Acquisitions	Cost Disposals	Cost Ending	Depreciation Prior	Book Method	Book Period	Depreciation Additions	Depreciation Reductions	Depreciation Ending	Net Book Value
Automobiles	Various	90,240		2,990	87,250	78,729	S/L	5 00	7 877	2,492	84,114	3,137
BUILDING IMPROVEMENTS	Various	128,640		2,145	126,495	103,270	S/L	Various	10 338	2,143	111,466	15,029
Buildings	Various	78,512,153			78,512,153	11,096,388	S/L	Various	1,963,262		13,059,649	65,452,504
Computer Hardware	Various	135,526	4 004	23,937	115,594	121,281	S/L	5 00	5,722	23 937	103,067	12,527
Displays	Various	3,510,925		7 101	3,503 824	1,963,777	S/L	Various	409,477	7,101	2,366,153	1,137,671
Education Collection	Various	25,102			25,102	19,796	S/L	10 00	2,101		21,896	3,206
Equipment	Various	796,666	7 178	36,189	767,656	607,865	S/L	Various	64 974	36 175	636,664	130,992
Franchise Fees	7/5/00	50 000			50,000	50,000	S/L	7 00			50,000	-
Furniture	Various	377 533	3,254	10 274	370,513	321 094	S/L	7 00	21 620	10 274	332,440	38,073
Land	Various	6,364 870			6,364,870	0	N/A				-	6,364,870
Landscape Improvements	Various	216 223			216,223	109,633	S/L	Various	23 252		132,885	83,337
Leasehold Improvements	Various	57 086			57,086	3,084	S/L	Various	2 854		5,938	51,148
Library Books	Various	19 104	985	5,274	14,815	14,607	S/L	Various	1 867	5 252	11,223	3,592
Radio Tower	Various	131,140		8,337	122,804	131,022	S/L	Various	118	8,337	122,804	-
Telephone & Com Equipment	Various	8 588			8 588	7,289	S/L	5 00	934	947	7,275	1,313
Total Land, Bldgs, Equipment		90,423 798	15,421	96,246	90,342 973	14,627,834			2 514,395	96,656	17 045,573	73,297,399
Part I, LN 19 (Including Depreciation on Investment Assets)									2,514,853			
Part I, LN 23 Software Amortization	Various	70 881	1 790	947	71 724	70 881			373		71,254	469
Part II, LN 14 Grand Total					90,414,696						17,116,828	
Other Assets												
Artwork	Various	8 271 829			8,271 829 40		N/A	N/A				8,271,829
Collection	Various	1 148 061	0	0	1 148 061		N/A	N/A				1,148,061
Library Books	Various	38,868			38,868		N/A	N/A				38,868
		9,458,758	0	0	9,458,758	0			0	0	0	9,458,758

Additional Detail Available Upon Request