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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 SANDRIDGE FOUNDATION

A Employer identification number

58-6369441

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

457 MANOR RIDGE DRIVE, N.W.

Room/suite

B Telephone number

(404)355-8297

City or town, state, and ZIP code

ATLANTA, GA 30305-3509

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) ▶$ 888,641.

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	2,718.		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	29,857.	29,857.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,914.			STATEMENT 1
	b Gross sales price for all assets on line 6a 396,353.				
	7 Capital gain net income (from Part IV, line 2)		57,569.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	45,489.	87,426.		
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	5,438.	4,079.		1,359.
	c Other professional fees STMT 4	7,766.	7,766.		0.
	17 Interest				
	18 Taxes STMT 5	1,719.	319.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	15.	15.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,938.	12,179.		1,359.
	25 Contributions, gifts, grants paid	40,500.			40,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	55,438.	12,179.		41,859.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-9,949.			
	b **Net investment income** (if negative, enter -0-)		75,247.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	33,154.	25,896.	25,896.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	622,247.	596,128.	667,525.
	c Investments - corporate bonds STMT 8	125,209.	155,053.	151,913.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 9	49,106.	39,972.	43,307.
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	829,716.	817,049.	888,641.
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 ▶ DUE TO HP)	2,718.	0.	
	23 **Total liabilities** (add lines 17 through 22)	2,718.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	826,998.	817,049.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	826,998.	817,049.	
	31 **Total liabilities and net assets/fund balances**	829,716.	817,049.	

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	826,998.
2	Enter amount from Part I, line 27a	2	-9,949.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	817,049.
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	817,049.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT D-1	P	VARIOUS	VARIOUS
b	ROC - GOVERNMENT NATIONAL MTG ASSN II	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	385,857.		329,651.	56,206.
b	9,133.		9,133.	0.
c	1,363.			1,363.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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				56,206.
b				0.
c				1,363.
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	57,569.
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	35,981.	838,771.	.042897
2010	24,374.	797,074.	.030579
2009	60,706.	753,680.	.080546
2008	25,000.	756,047.	.033067
2007	70,731.	1,142,254.	.061922

2	**Total** of line 1, column (d)	2	.249011
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	.049802
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	882,630.
5	Multiply line 4 by line 3	5	43,957.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	752.
7	Add lines 5 and 6	7	44,709.
8	Enter qualifying distributions from Part XII, line 4	8	41,859.

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	1,505.
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	1,505.
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	1,505.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,977.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	2,477.
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	972.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 972. **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)? *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*	1b		X
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)*

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 ▶ HUGH PETERSON, JR. Telephone no. ▶ 404-355-8297

Located at ▶ 457 MANOR RIDGE DRIVE, N.W., ATLANTA, GA ZIP+4 ▶ 30305

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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

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

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

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

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		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
N/A	0.00	0.	0.	0.

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
N/A		0.

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	0.
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.

Form **990-PF** (2012)

223561
12-05-12

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	854,942.
b	Average of monthly cash balances		1b	41,129.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	896,071.
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	896,071.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	13,441.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	882,630.
6	**Minimum investment return.** Enter 5% of line 5		6	44,132.

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	44,132.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,505.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,505.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	42,627.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	42,627.
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	42,627.

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	41,859.
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	41,859.
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	41,859.

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				42,627.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 15,042.				
b From 2008				
c From 2009 23,552.				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	38,594.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 41,859.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				41,859.
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).)	768.			768.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	37,826.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	14,274.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	23,552.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 23,552.				
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).)

SEE STATEMENT 11

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
AILEY UNITED METHODIST CHURCH W. COLLEGE STREET AILEY, GA 30410	N/A	RELIGIOUS	GENERAL	10,000.
BREWTON-PARKER COLLEGE US 280 @ 201 DAVID-ELIZA CIRCLE MOUNT VERNON, GA 30445	N/A	EDUCATION	GENERAL	10,000.
PAUL ANDERSON YOUTH HOME 1603 MCINTOSH STREET VIDALIA, GA 30474	N/A	CIVIC	GENERAL	2,500.
REINHARDT COLLEGE 7300 REINHARDT COLLEGE CIRCLE WALESKA, GA 30183	N/A	EDUCATION	GENERAL	2,500.
GEORGIA COLLEGE STATE UNIVERSITY FOUNDATION CAMPUS BOX 96 MILLEDGEVILLE, GA 31061	N/A	EDUCATION	GENERAL	10,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	40,500.
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					
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			14	29,857.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	12,914.	
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.		42,771.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 42,771.

(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).
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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: Hugh Peterson | Date: 2/12/14 | Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOEL PASCANER	Joel L. Pascaner	2/11/14		P00027369

Firm's name ▶ STEPHEN M. BERMAN & ASSOC., L.L.C. | Firm's EIN ▶ 58-1540139

Firm's address ▶ 3475 LENOX ROAD, N.E., SUITE 950 ATLANTA 30326 | Phone no. 404-262-2181

Form **990-PF** (2012)

223622
12-05-12

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
CHATSWORTH UNITED METHODIST CHURCH 111 WEST CHEROKEE ST CHATSWORTH, GA 30705	N/A	RELIGIOUS	GENERAL	2,500.
GEORGIA SHERIFFS YOUTH HOMES, INC PO BOX 1000 STOCKBRIDGE, GA 30281	N/A	CIVIC	GENERAL	2,500.
Total from continuation sheets				5,000.

223631
05-01-12

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks								
ABBVIE INC								
COM	225.000	41.340	9,301.50	1.05	8,429 22	360	0.00	3.87
Acct: 7938066	*225.000*	*41.340*	*9,301.50*	*1.05*	*8,429 22*	*360*	*0 00*	*3.87*
ALTRIA GROUP INC								
COM	455.000	34.990	15,920.45	1.80	9,100 88	800	200 20	5.03
Acct: 7938066	*455.000*	*34.990*	*15,920.45*	*1.80*	*9,100.88*	*800*	*200 20*	*5.03*
AMERICAN ELEC PWR CO INC								
COM	87.000	44 780	3,895.86	0.44	3,285.13	170	0.00	4.38
Acct: 7938066	*87.000*	*44 780*	*3,895 86*	*0 44*	*3,285.13*	*170*	*0 00*	*4.38*
ASTRAZENECA PLC								
SPONS ADR	308.000	47.300	14,568.40	1.65	14,760.27	862	0.00	5.92
Acct: 7938066	*308.000*	*47.300*	*14,568.40*	*1.65*	*14,760.27*	*862*	*0 00*	*5 92*
AT&T INC								
COM	491.000	35.400	17,381.40	1.96	12,865.12	883	0.00	5.08
Acct. 7938066	*491.000*	*35.400*	*17,381.40*	*1.96*	*12,865.12*	*883*	*0 00*	*5.08*
BANK OF AMERICA CORP								
COM	400.000	12.860	5,144.00	0.58	14,708.85	16	0 00	0.31
Acct: 7936980	*400.000*	*12.860*	*5,144.00*	*0 58*	*14,708.85*	*16*	*0.00*	*0.31*
BCE INC								
CDA COM US SHS	149 000	41.020	6,111.98	0.69	5,470.02	346	86.54	5.66
Acct: 7938066	*149.000*	*41.020*	*6,111.98*	*0.69*	*5,470 02*	*346*	*86.54*	*5 66*
BP PLC								
SPONS ADR	300.000	41.740	12,522.00	1.41	12,847.71	648	0.00	5.17
Acct: 7938066	*300 000*	*41.740*	*12,522.00*	*1.41*	*12,847.71*	*648*	*0 00*	*5 17*
BRISTOL-MYERS SQUIBB CO								
COM	193.000	44.690	8,625.17	0.97	5,011 30	270	0.00	3.13
Acct: 7938066	*193.000*	*44.690*	*8,625.17*	*0.97*	*5,011.30*	*270*	*0.00*	*3 13*
CHEVRON CORP								
COM	31.000	118.340	3,668.54	0.41	2,887.89	124	0.00	3.38
Acct: 7938066	*31 000*	*118 340*	*3,668.54*	*0.41*	*2,887.89*	*124*	*0.00*	*3 38*

Combined Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
COCA-COLA CO COM	95.000	40.110	3,810.45	0.43	3,527.79	106	26.60	2.79
Acct: 7938066	*95.000*	*40.110*	*3,810.45*	*0.43*	*3,527.79*	*106*	*26.60*	*2.79*
CONOCOPHILLIPS COM	259.000	60.500	15,669.50	1.77	14,489.82	683	0.00	4.36
Acct: 7938066	*259.000*	*60.500*	*15,669.50*	*1.77*	*14,489.82*	*683*	*0.00*	*4.36*
DOMINION RES INC VA COM	129.000	56.820	7,329.78	0.83	6,302.40	290	0.00	3.96
Acct: 7938066	*129.000*	*56.820*	*7,329.78*	*0.83*	*6,302.40*	*290*	*0.00*	*3.96*
DUKE ENERGY CORP COM	200.000	67.500	13,500.00	1.53	11,336.03	624	0.00	4.62
Acct: 7938066	*200.000*	*67.500*	*13,500.00*	*1.53*	*11,336.03*	*624*	*0.00*	*4.62*
EATON VANCE GROWTH TR ATLANTA CAP SMID-CAP FD INSTL CL	1,431.335	21.130	30,244.11	3.42	25,079.48	0	0.00	0.00
Acct: 7936980	*1,431.335*	*21.130*	*30,244.11*	*3.42*	*25,079.48*	*0*	*0.00*	*0.00*
GENERAL ELECTRIC CO COM	300.000	23.190	6,957.00	0.79	13,330.90	228	57.00	3.28
Acct: 7936980	*300.000*	*23.190*	*6,957.00*	*0.79*	*13,330.90*	*228*	*57.00*	*3.28*
GLAXOSMITHKLINE PLC SPONS ADR	244.000	49.970	12,192.68	1.38	9,747.38	572	134.25	4.70
Acct: 7938066	*244.000*	*49.970*	*12,192.68*	*1.38*	*9,747.38*	*572*	*134.25*	*4.70*
HCP INC REAL ESTATE INVT TR	108.000	45.440	4,907.52	0.55	4,103.28	226	0.00	4.62
Acct: 7938066	*108.000*	*45.440*	*4,907.52*	*0.55*	*4,103.28*	*226*	*0.00*	*4 62*
HEALTH CARE REIT INC REAL ESTATE INVT TR	121.000	67.030	8,110.63	0.92	6,220.30	370	0.00	4.56
Acct: 7938066	*121 000*	*67.030*	*8,110.63*	*0.92*	*6,220.30*	*370*	*0.00*	*4.56*
INTERNATIONAL BUSINESS MACHS CORP COM	50.000	191.110	9,555.50	1.08	5,447.22	190	0 00	1.99
Acct: 7936980	*50.000*	*191.110*	*9,555.50*	*1.08*	*5,447.22*	*190*	*0 00*	*1.99*

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
JOHNSON & JOHNSON COM *Acct: 7938066*	138.000 *138.000*	85.860 *85 860*	11,848.68 *11,848 68*	1.34 *1.34*	7,843.59 *7,843.59*	364 *364*	0.00 *0 00*	3.07 *3.07*
JP MORGAN CHASE & CO COM *Acct: 7936980*	100.000 *100 000*	52.790 *52.790*	5,279.00 *5,279 00*	0.60 *0 60*	3,652.58 *3,652 58*	152 *152*	0.00 *0 00*	2 88 *2 88*
KIMBERLY-CLARK CORP COM *Acct: 7938066*	94.000 *94.000*	97.140 *97.140*	9,131.16 *9,131.16*	1 03 *1 03*	4,917.51 *4,917 51*	304 *304*	76.14 *76.14*	3.33 *3 33*
KRAFT FOODS GROUP INC COM *Acct: 7938066*	299.000 *299.000*	55.870 *55.870*	16,705.13 *16,705.13*	1.89 *1.89*	14,359 35 *14,359.35*	598 *598*	149.50 *149.50*	3.58 *3 58*
LILLY ELI & CO COM *Acct: 7938066*	70.000 *70.000*	49.120 *49.120*	3,438.40 *3,438 40*	0.39 *0 39*	2,406 44 *2,406.44*	137 *137*	0.00 *0.00*	3.99 *3.99*
LORILLARD INC COM *Acct: 7938066*	194.000 *194.000*	43.680 *43.680*	8,473.92 *8,473.92*	0.96 *0.96*	6,934.81 *6,934 81*	426 *426*	0.00 *0.00*	5.04 *5.04*
MANNING & NAPIER FDS WORLD OPPTYS SER CL A *Acct: 7936980*	6,400.399 *6,400.399*	8.040 *8.040*	51,459.21 *51,459.21*	5.81 *5.81*	51,249.92 *51,249.92*	774 *774*	0.00 *0.00*	1.50 *1.50*
MCDONALDS CORP COM *Acct: 7938066*	96.000 *96.000*	99.000 *99.000*	9,504.00 *9,504.00*	1.07 *1.07*	7,632.96 *7,632.96*	295 *295*	0.00 *0.00*	3 11 *3 11*
MERCK & CO INC COM *Acct: 7938066*	340.000 *340.000*	46.450 *46.450*	15,793.00 *15,793.00*	1.78 *1.78*	13,161.27 *13,161.27*	584 *584*	146 20 *146.20*	3.70 *3.70*
NATIONAL GRID PLC SPONS ADR *Acct: 7938066*	271.000 *271.000*	56 670 *56 670*	15,357.57 *15,357.57*	1.74 *1 74*	13,214.30 *13,214.30*	850 *850*	0.00 *0.00*	5 54 *5 54*

Combined Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks - continued								
OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y *Acct: 7936980*	872.730 *872.730*	33.560 *33.560*	29,288.82 *29,288.82*	3.31 *3.31*	29,166.00 *29,166.00*	217 *217*	0.00 *0.00*	0.74 *0.74*
PEPSICO INC COM *Acct: 7938066*	50.000 *50.000*	81.790 *81.790*	4,089.50 *4,089.50*	0.46 *0.46*	3,066.73 *3,066.73*	113 *113*	0.00 *0.00*	2.77 *2.77*
PHILIP MORRIS INTL INC COM *Acct: 7938066*	89.000 *89.000*	86.620 *86.620*	7,709.18 *7,709.18*	0.87 *0.87*	4,203.66 *4,203.66*	302 *302*	75.65 *75.65*	3.92 *3.92*
PPL CORP COM *Acct: 7938066*	287.000 *287.000*	30.260 *30.260*	8,684.62 *8,684.62*	0.98 *0.98*	8,093.34 *8,093.34*	421 *421*	105.47 *105.47*	4.86 *4.86*
PROCTER & GAMBLE CO COM *Acct: 7938066*	58.000 *58.000*	76.990 *76.990*	4,465.42 *4,465.42*	0.50 *0.50*	3,640.64 *3,640.64*	139 *139*	0.00 *0.00*	3.13 *3.13*
REYNOLDS AMERICAN INC COM *Acct: 7938066*	297.000 *297.000*	48.370 *48.370*	14,365.89 *14,365.89*	1.62 *1.62*	10,710.60 *10,710.60*	748 *748*	187.11 *187.11*	5.21 *5.21*
ROYAL DUTCH SHELL PLC SPONS ADR RPSTG B SHS *Acct: 7938066*	213.000 *213.000*	66.270 *66.270*	14,115.51 *14,115.51*	1.60 *1.60*	14,614.63 *14,614.63*	766 *766*	0.00 *0.00*	5.43 *5.43*
SENIOR HSG PPTYS TR REAL ESTATE INVT TR *Acct: 7938066*	242.000 *242.000*	25.930 *25.930*	6,275.06 *6,275.06*	0.71 *0.71*	6,225.44 *6,225.44*	377 *377*	0.00 *0.00*	6.02 *6.02*
SOUTHERN CO COM *Acct: 7938066*	306.000 *306.000*	44.130 *44.130*	13,503.78 *13,503.78*	1.53 *1.53*	11,953.04 *11,953.04*	621 *621*	0.00 *0.00*	4.60 *4.60*
TOTAL SA SPONS ADR *Acct: 7938066*	289.000 *289.000*	48.700 *48.700*	14,074.30 *14,074.30*	1.59 *1.59*	15,414.93 *15,414.93*	743 *743*	189.15 *189.15*	5.28 *5.28*

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
(*) TOTAL SYSTEM SVCS INC COM *Acct: 7936980*	1,500.000 *1,500.000*	24.480 *24.480*	36,720 00 *36,720 00*	4.15 *4.15*	0.00 *0 00*	600 *600*	150.00 *150 00*	1.63 *1 63*
UNILEVER PLC ADR NEW *Acct: 7938066*	96.000 *96.000*	40.450 *40.450*	3,883.20 *3,883.20*	0.44 *0 44*	2,884.12 *2,884 12*	123 *123*	0.00 *0 00*	3 17 *3 17*
VERIZON COMMUNICATIONS INC COM *Acct: 7938066*	329.000 *329.000*	50.340 *50 340*	16,561.86 *16,561.86*	1.87 *1 87*	10,300 10 *10,300.10*	677 *677*	0 00 *0.00*	4.09 *4 09*
VODAFONE GROUP PLC SPONS ADR *Acct: 7938066*	526.000 *526 000*	28.745 *28 745*	15,119.87 *15,119 87*	1.71 *1.71*	14,397 20 *14,397 20*	808 *808*	541 15 *541.15*	5 35 *5.35*
WELLS FARGO & CO COM *Acct: 7936980*	400.000 *400 000*	41 270 *41.270*	16,508 00 *16.508.00*	1.87 *1.87*	9.637 21 *9.637 21*	480 *480*	0.00 *0 00*	2 91 *2 91*
Total Common Stocks			**$561,771.55**	**63.48%**	**$458,631.36**	**$19,403**	**$2,124.96**	**3.45%**
Other								
ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL *Acct: 7936980*	1,703.410 *1,703 410*	12 090 *12.090*	20,594 23 *20,594.23*	2.33 *2 33*	19.489 17 *19,489.17*	0 *0*	0.00 *0.00*	0 00 *0 00*
FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL *Acct: 7936980*	3,542 196 *3.542 196*	11 300 *11 300*	40,026 81 *40,026 81*	4.52 *4 52*	39.242 63 *39.242 63*	0 *0*	0 00 *0 00*	0 00 *0 00*
WASATCH FDS TR LONG/SHORT FD INSTL CL *Acct: 7936980*	2.971 218 *2,971.218*	15.190 *15.190*	45,132.80 *45,132.80*	5 10 *5.10*	40,099 46 *40,099.46*	0 *0*	0 00 *0.00*	0 00 *0 00*
Total Other			**$105,753.84**	**11.95%**	**$98,831.26**	**$0**	**$0.00**	**0.00%**

(*) Adj: Total System servs. (36,720)

529,051.55

Total 630,805.39 557,462.62

THE SANDRIDGE FOUNDATION
EIN: 58-6369441
FORM 990-PF - TAX YEAR ENDING 06/30/13

STATEMENT A-2

	6/30/2012	6/30/2013	
BONDS	Book Basis	Book Basis	FMV
DOUBLELINE FDS TR TOTAL RETURN BD FD CL I	-	26,768.94	25,879.31
EATON VANCE MUT FDS TR FLTG-RT FD CL I	-	13,000.00	12,929.11
GOLDMAN SACHS TR LOCAL EMERGING MKTS DEBT FD CL I	-	10,500 00	10,279.56
NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL	-	12,897.38	12,733.25
PIMCO FDS EMERGING LOCAL BD FD INSTL CL	-	10,500.00	10,217.91
PIMCO FDS GLOBAL BD FD	18,819.09	-	-
PIMCO FDS LOW DURATION FD	8,279.08	-	-
PIMCO FDS INVT GRADE CORP BD FD INSTL CL	-	10,350.54	10,483.65
PIMCO FDS PAC INVT MGMT	11,046.55	-	-
PRINCIPAL FDS INC PFD SECS FD INSTL CL	-	34,001.39	33,184.88
RIDGEWORTH FD-SHORT TERM BD	7,401.57	-	-
RIDGEWORTH FD-SEIX FLTG RT HIGH INCM	33,489.04	-	-
RIDGEWORTH FD-INTERMEDIATE BD	25,303.54	26,454.96	25,746.39
TEMPLETON INCOME TR GLOBAL BD	20,869.74	74.78	70.51
VANGUARD SCOTTSDALE FDS MTG-BACKED SECS INDEX FD CL SIGNAL	-	10,505.08	10,388.29
SUBTOTAL	**125,208.61**	**155,053.07**	**151,912.86**

	6/30/2012	6/30/2013	
MORTGAGE & ASSET BACKED SECURITIES	Book Basis	Book Basis	FMV
GNMA PL#003536M	11,302.95	8,867.10	8,537.84
GNMA PL#002535M	502.05	380.70	847.58
GNMA PL#003677M	7,912.99	5,584.56	5,450.68
GNMA PL#003187M	6,395.19	5,250.56	5,613.04
GNMA PL#003787M	12,547.11	9,767.66	9,836.64
GNMA PL#647289X	10,445.51	10,121.86	13,020 99
SUBTOTAL	**49,105.80**	**39,972.44**	**43,306.77**

GRAND TOTALS	**174,314.41**	**195,025.51**	**195,219.63**

THE SANDRIDGE FOUNDATION
TAX YEAR ENDING 06/30/13
58-6369441

STATEMENT D-1

DESCRIPTION	DATE PURCHASED	DATE SOLD	SHARES SOLD	GROSS PROCEEDS	BOOK BASIS	TAX BASIS	BOOK GAIN(LOSS)	TAX GAIN(LOSS)
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	03/06/13	500 000	12,039 7[illegible]	12,888 32	484 00	(848 59)	11,555 73
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	03/18/13	500 000	11,984.78	12,888 32	484 00	(903.54)	11,500.78
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	07/19/12	300 000	7,352 65	7,732 99	290 40	(380 34)	7,062 25
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	12/28/12	500 000	10,719.76	12,888 32	484 00	(2,168 56)	10,235.76
SUBTOTAL	[redacted]	[redacted]	**1,800.000**	**42,096.92**	**46,397.95**	**1,742.40**	**(4,301.03)**	**40,354.52**
AT&T INC COM	VARIOUS	10/11/12	96 000	3,488 30	2,666.79	2,666 79	821 51	821 51
ABBOTT LABS COM	VARIOUS	07/20/12	54 000	3,514.78	2,719 01	2,719 01	795 77	795.77
ABBOTT LABS COM	VARIOUS	08/08/12	49 000	3,230 49	2,406.68	2,406 68	823 81	823 81
ABBOTT LABS COM	VARIOUS	10/11/12	54 000	3,749.17	2,714 37	2,714 37	1,034 80	1,034.80
ADVISORS CAMBIAR SMALL CAP-I	VARIOUS	11/14/12	967 055	16,865 44	17,941.15	17,941.15	(1,075 71)	(1,075 71)
BCE INC CDA COM US	VARIOUS	01/09/13	162.000	6,900 05	6,250 88	6,250.88	649.17	649.17
BRISTOL MYERS SQUIBB CO COM	VARIOUS	06/04/13	167.000	7,914 61	4,676 28	4,676 28	3,238 33	3,238 33
CENTURYLINK INC COM	VARIOUS	02/15/13	330 000	10,640.15	12,981 07	12,981 07	(2,340 92)	(2,340.92)
EXELON CORP COM	VARIOUS	12/03/12	276 000	8,068 45	10,748 59	10,748.59	(2,680.14)	(2,680 14)
GENERAL ELEC CAP CORP 6.10% SER PFD	10/31/02	01/02/13	1,000 000	25,000 00	25,000 00	25,000 00	0 00	0.00
GLAXOSMITHKLINE PLC ADR	VARIOUS	04/18/13	73 000	3,675 62	3,127.22	3,127 22	548 40	548.40
HEINZ H J CO COM	VARIOUS	02/15/13	240 000	17,337 33	12,080.04	12,080 04	5,257 29	5,257 29
JP MORGAN CHASE CAP X 7 00%	1/25/2002	10/10/12	500 000	12,905 61	12,500 00	12,500 00	405 61	405 61
KIMBERLY-CLARK CORP COM	4/16/2003	07/20/12	41 000	3,476 31	1,947 23	1,947 23	1,529 08	1,529.08
KIMBERLY-CLARK CORP COM	VARIOUS	08/08/12	48 000	3,992.07	2,612.12	2,612 12	1,379 95	1,379.95
LILLY ELI & CO COM	VARIOUS	10/22/12	105 000	5,463 03	3,748 55	3,748 55	1,714 48	1,714.48
LILLY ELI & CO COM	VARIOUS	05/06/13	142 000	7,725 74	5,328 95	5,328 95	2,396.79	2,396.79
MANNING & NAPIER WORLD OPPTYS-A	VARIOUS	09/26/12	938 338	7,000 00	8,312 64	8,312 64	(1,312 64)	(1,312.64)
NEUBERGER BERMAN HIGH INCOME BD-I	VARIOUS	06/18/13	1,424 051	13,500 00	13,444.98	13,444 98	55 02	55 02
OPPENHEIMER DEVELOPING MKTS INSTL-Y	VARIOUS	09/26/12	150.784	5,000.00	5,449 60	5,449 60	(449 60)	(449 60)
PHILIP MORRIS INTL COM	VARIOUS	07/20/12	79 000	7,005 56	1,552.30	1,552 30	5,453 26	5,453.26
PIMCO COMMODITY REAL RTN STRATEGY-I	VARIOUS	09/26/12	2,098 289	14,667.04	17,098 12	17,098 12	(2,431 08)	(2,431 08)
PIMCO GLOBAL BD US HEDGED -I	VARIOUS	09/26/12	1,854.021	20,134 67	18,936 56	18,936 56	1,198.11	1,198.11
PIMCO INVT GRADE CORP BD-I	VARIOUS	06/18/13	138.38	1,500 00	1,511 21	1,511.21	(11 21)	(11 21)
PIMCO LOW DURATION-I	VARIOUS	06/18/13	1,307.148	13,555 12	13,734 55	13,734 55	(179 43)	(179.43)
RIDGEWORTH FD-SHORT TERM BD	VARIOUS	11/14/12	1,247 375	12,511 17	12,455 65	12,455.65	55 52	55 52
RIDGEWORTH FD-SHORT TERM BD	11/30/2012	01/18/13	0 771	7 73	7 73	7 73	0 00	0 00
RIDGEWORTH FD-SEIX FLT HGH INCM	VARIOUS	09/26/12	3,809 300	34,017 05	33,914 30	33,914 30	102 75	102 75
RIDGEWORTH FD-SEIX FLT HGH INCM	10/31/2012	01/18/13	0 021	0 19	0 19	0 19	0 00	0.00
RIDGEWORTH FD-SEIX FLT HGH INCM	9/28/2012	11/14/12	13 374	119 70	119 43	119 43	0 27	0 27
RIDGEWORTH FD-SEIX FLT HGH INCM	VARIOUS	12/03/12	0.056	0 50	0 50	0 50	0 00	0 00
SCHRODER US SMALL/MID CAP OPPTY-I	VARIOUS	09/26/12	879 151	10,936 64	10,699 98	10,699 98	236 66	236 66
SENTINEL SMALL CO-I	VARIOUS	09/04/12	1,801 457	14,465 67	14,377 33	14,377 33	88 34	88 34
TEMPLETON GLOBAL BD-ADV	VARIOUS	06/18/13	1,666 705	21,617 16	22,268 37	22,268 37	(651 21)	(651 21)
T ROWE PRICE DIVRSFD SMALLCAP GROWTH	09/04/12	11/14/12	815 123	13,444 15	14,297 25	14,297 25	(853 10)	(853.10)
UNILEVER PLC ADR NEW	VARIOUS	10/22/12	119 000	4,362 44	3,590.15	3,590 15	772 29	772 29
WINDSTREAM CORP COM	VARIOUS	06/14/13	268 000	2,146 64	3,369 87	3,369 87	(1,223 23)	(1,223 23)
VENTAS INC REIT	04/11/12	08/08/12	60 00	3,821 32	3,318.52	3,318 52	502 80	502 80
GRAND TOTAL	[redacted]	[redacted]	[redacted]	385,856.82	374,306.11	329,650.56	11,550.71	56,206.26

SUMMARY					
Type	Gross Proceeds	Book Basis	Tax Basis	Book Gain(Loss)	Tax Gain(Loss)
Securities	268,893.53	257,912 64	213,257 09	10,980 89	55,636 44
Bonds	116,963 29	116,393 47	116,393 47	569 82	569 82
Totals	385,856.82	374,306.11	329,650.56	11,550.71	56,206.26

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT D-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
385,857.	374,306.	0.	0.	11,551.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROC - GOVERNMENT NATIONAL MTG ASSN II	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,133.	9,133.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	1,363.
TOTAL TO FORM 990-PF, PART I, LINE 6A	12,914.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SUNTRUST NOMINEE,(DIVIDENDS)	28,679.	1,363.	27,316.
SUNTRUST NOMINEE,(INTEREST)	2,541.	0.	2,541.
TOTAL TO FM 990-PF, PART I, LN 4	31,220.	1,363.	29,857.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,438.	4,079.		1,359.
TO FORM 990-PF, PG 1, LN 16B	5,438.	4,079.		1,359.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	7,766.	7,766.		0.
TO FORM 990-PF, PG 1, LN 16C	7,766.	7,766.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	1,400.	0.		0.
FOREIGN TAXES PAID	319.	319.		0.
TO FORM 990-PF, PG 1, LN 18	1,719.	319.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	14.	14.		0.
MISC	1.	1.		0.
TO FORM 990-PF, PG 1, LN 23	15.	15.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-1 (CORPORATE STOCK)	557,463.	630,805.
TOTAL SYSTEMS SERVICES	38,665.	36,720.
TOTAL TO FORM 990-PF, PART II, LINE 10B	596,128.	667,525.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-2 (BONDS)	155,053.	151,913.
TOTAL TO FORM 990-PF, PART II, LINE 10C	155,053.	151,913.

FORM 990-PF MORTGAGE LOANS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-2 (MORTGAGE & ASSET BACKED SECURITIES	39,972.	43,307.
TOTAL TO FORM 990-PF, PART II, LINE 12	39,972.	43,307.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HUGH PETERSON, JR. 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	TRUSTEE; MEMBER, DIST COMM 1.00	0.	0.	0.
MARY JANE FINCHER PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 1.00	0.	0.	0.
HUGH PETERSON, III 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
WILLIAM FINCHER PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
RICHARD RUSSELL PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
PATIENCE EUNICE PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER

HUGH PETERSON, JR.
MARY JANE FINCHER PETERSON

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE SANDRIDGE FOUNDATION	58-6369441
	Number, street, and room or suite no. If a P.O. box, see instructions. 457 MANOR RIDGE DRIVE, N.W.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ATLANTA, GA 30305-3509	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ HUGH PETERSON, JR. 457 MANOR RIDGE DRIVE, N.W. - ATLANTA, GA 30305
  Telephone No. ▶ 404-355-8297 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2014, to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [ ] calendar year _____ or
▶ [X] tax year beginning JUL 1, 2012, and ending JUN 30, 2013.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$	2,477.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$	1,977.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	500.

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