



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation TILLOTSON-MENLO CHARITABLE FOUNDATION C/O JEFFREY RICHARDSON		A Employer identification number 20-3918578	
Number and street (or P O box number if mail is not delivered to street address) BOX 389		B Telephone number (see instructions) (706) 862-6724	
City or town, state or province, country, and ZIP or foreign postal code MENLO, GA 30731		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)▶\$ 9,718,177		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	42,269	42,269		
	4 Dividends and interest from securities.	261,204	261,204		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	126,887			
	b Gross sales price for all assets on line 6a 3,502,416				
	7 Capital gain net income (from Part IV, line 2) . . .		126,887		
	8 Net short-term capital gain				
	9 Income modifications			3,800	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	430,360	430,360	3,800	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	5,000	0	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,579	0	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	27,678	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	43,257	0	0	0
	25 Contributions, gifts, grants paid	456,338			456,338
	26 Total expenses and disbursements. Add lines 24 and 25	499,595	0	0	456,338
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-69,235			
	b Net investment income (if negative, enter -0-)		430,360		
	c Adjusted net income (if negative, enter -0-)			3,800	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,589,752	1,937,547	1,937,547
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>7,269</u>			
		Less allowance for doubtful accounts ▶ _____	10,301	7,269	7,269
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,024,822	 5,585,522	5,585,522
	c	Investments—corporate bonds (attach schedule).	428,398	 204,793	204,793
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	2,165,273	 1,983,046	1,983,046	
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,218,546	9,718,177	9,718,177	
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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	7,462,525	8,062,156	
	25	Temporarily restricted	1,756,021	1,656,021	
	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 (see page 17 of the instructions)	9,218,546	9,718,177	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,218,546	9,718,177	

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	9,218,546
2	Enter amount from Part I, line 27a	2	-69,235
3	Other increases not included in line 2 (itemize) ▶  _____	3	568,866
4	Add lines 1, 2, and 3	4	9,718,177
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	9,718,177

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	PUBLICLY TRADED SECURITIES	P		
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 616,029		627,725	-11,696
b 2,884,282		2,747,804	136,478
c 2,105			2,105
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-11,696
b			136,478
c			2,105
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	126,887
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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))
2012	465,381	9,215,801	0 050498
2011	451,850	9,224,709	0 048983
2010	430,310	8,412,487	0 051151
2009	315,175	6,225,051	0 050630
2008	180,064	5,230,537	0 034426

2 Total of line 1, column (d).	2	0 235688
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 047138
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	9,528,597
5 Multiply line 4 by line 3.	5	449,159
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,304
7 Add lines 5 and 6.	7	453,463
8 Enter qualifying distributions from Part XII, line 4.	8	456,338

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 page 18 of the 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	4,304
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	4,304
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	4,304
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,560
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	6,560
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	2,256
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 2,256 Refunded	11	0

Part VII-A Statements Regarding Activities			
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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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		No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of JEFFREY RICHARDSON Telephone no (706) 862-6724 Located at BOX 389 MENLO GA ZIP+4 30731			
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.			
16	At any time during calendar year 2013, 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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

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

5b

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?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

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

6b

No

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?

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total number of other employees paid over \$50,000.

0

Form 990-PF (2013)

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 GRANTS PAID FOR THE BENEFIT OF THE CITY OF MENLO,GA AND SURROUNDING AREAS	456,338
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	9,673,703
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,673,703
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	9,673,703
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	145,106
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,528,597
6	Minimum investment return. Enter 5% of line 5.	6	476,430

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	476,430
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,304
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,304
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	472,126
4	Recoveries of amounts treated as qualifying distributions.	4	3,800
5	Add lines 3 and 4.	5	475,926
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	475,926

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	456,338
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	456,338
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	4,304
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	452,034
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				475,926
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				12,457
d From 2011.				
e From 2012.				11,134
f Total of lines 3a through e.	23,591			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 456,338				
a Applied to 2012, 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 2013 distributable amount.				456,338
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	19,588			19,588
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,003			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,003			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				4,003
e Excess from 2013. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

2

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

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

a

The name, address, and telephone number 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	456,338
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
JON PAYNE	DIRECTOR 0 00	0	0	0
PO BOX 467 SUMMERVILLE,GA 30747				
THERESA CANADA	PRESIDENT 0 00	0	0	0
PO BOX 155 MENLO,GA 30731				
PAULA BUICE	DIRECTOR 0 00	0	0	0
2430 HIGHWAY 337 MENLO,GA 30731				
ARCH FARRAR	SECRETARY 0 00	0	0	0
101 WEST WASHINGTON STREET PO BOX 736 SUMMERVILLE,GA 30747				
EDDIE ROBERTSON	DIRECTOR 0 00	0	0	0
1795 BIG NOSE DRIVE CENTRE,AL 35960				
BILL ALICO	DIRECTOR 0 00	0	0	0
6666 E QUAKER STREET ORCHARD PARK,NY 14127				
ROBERT MCWHORTER	DIRECTOR 0 00	0	0	0
9285 ROME BLVD SUMMERVILLE,GA 30747				
JANET MUNCHAK	DIRECTOR 0 00	0	0	0
275 SOUTHWIND CIRCLE ROSWELL,GA 30076				
JEFFREY RICHARDSON	TREASURER 0 00	0	0	0
13785 ALABAMA HIGHWAY 9 N CEDAR BLUFF,AL 35959				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALPINE COMMUNITY ASSOCIATION INC 1289 CHEROKEE CO RD LOT 299 MENTONE,AL 35984	NONE	NON PROFIT ORGANIZAT	HANDICAP ACCESSIBILITY	1,900
ANIMAL ADVOCATES OF CHATTOOGA COUNTY P O BOX 220 SUMMERVILLE,GA 30747	NONE	NON PROFIT ORGANIZAT	ANIMAL RESCUE	25,000
BEST SILVER CLUB PO BOX 8 MENLO,GA 30731	NONE	NON PROFIT ORGANIZAT	BANQUET	7,000
BEST SILVER CLUB PO BOX 8 MENLO,GA 30731	NONE	NON PROFIT ORGANIZAT	SCHOLARSHIPS	10,000
BOYS AND GIRLS CLUB CHATTOOGA COUNTY UNIT PO BOX 636 SUMMERVILLE,GA 30747	NONE	NON PROFIT ORGANIZAT	POWER HOUR HOMEWORK & 15 PASSENGER VAN	28,800
CEDAR BLUFF SCHOOL 3655 OLD HIGHWAY 9 CEDAR BLUFF,AL 35959	NONE	GOVERNMENT	PLASMA CAM PROJECT	12,839
CHATTOOGA COUNTY ATLETIC BOOSTERSCHATTOOGA COUNTY BOE PO BOX 401 SUMMERVILLE,GA 30747	NONE	GOVERNMENT	CHATTOOGA COUNTY VOLLEYBALL TEAM	4,000
CHATTOOGA COUNTY LITERACY COUNCIL PO BOX 224 SUMMERVILLE,GA 30747	NONE	NON PROFIT ORGANIZAT	LITERARY COUNCIL EDUCATION PROGRAMS	5,000
CHATTOOGA HIGH SCHOOLCHATTOOGA COUNTY BOARD OF EDUCATION 989 HIGHWAY 114 SUMMERVILLE,GA 30747	NONE	GOVERNMENT	CTI/WINSHAPE CHALLENGE COURSE	750
CHATTOOGA HIGH SCHOOLCHATTOOGA COUNTY BOARD OF EDUCATION 989 HIGHWAY 114 SUMMERVILLE,GA 30747	NONE	GOVERNMENT	CHATTOOGA BAND UNIFORMS	12,000
CHEROKEE COUNTY HISTORICAL MUSEUM 101 E MAIN ST CENTRE,AL 35960	NONE	NON PROFIT ORGANIZAT	2014 EDUCATIONAL PROJECT	10,000
CHEROKEE HUMANE SOCIETY 5015 ALABAMA HIGHWAY 9 CEDAR BLUFF,AL 35959	NONE	NON PROFIT ORGANIZAT	SAVE A PET	10,000
CITY OF MENLO PO BOX 155 MENLO,GA 30731	NONE	GOVERNMENT	ADMINISTRATIVE GRANT ASSISTANCE	17,429
CITY OF MENLO PO BOX 155 MENLO,GA 30731	NONE	GOVERNMENT	WATER SYSTEM IMPROVEMENTS	4,320
CITY OF SUMMERVILLE PO BOX 180 SUMMERVILLE,GA 30747	NONE	GOVERNMENT	CELEBRATE INDEPENDENCE	6,700
Total  3a				456,338

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
CITY OF SUMMERVILLE PO BOX 180 SUMMERVILLE,GA 30747	NONE	GOVERNMENT	COUEY HOUSE RENOVATION	10,000
FAMILY CRISIS CENTER PO BOX 252 LAFAYETTE,GA 30728	NONE	NON PROFIT ORGANIZAT	EMERGENCY SHELTER/ EDUCATION IMPROVEMENT PROGRAM	5,000
GAYLESVILLE HIGH SCHOOL 760 TROJAN WAY GAYLESVILLE,AL 35973	NONE	GOVERNMENT	GAYLESVILLE AGRISCIENCE DEPARTMENT	9,390
LEROY MASSEY ELEMENTARY SCHOOLCHATTOOGA COUNTY BOARD OF EDUCATION 403 DOT JOHNSON DRIVE SUMMERVILLE,GA 30747	NONE	GOVERNMENT	IPAD MINIS FOR KINDERGARTEN CLASSROOMS	11,640
LYERLY CIVIC CLUB PO BOX 203 LYERLY,GA 30730	NONE	NON PROFIT ORGANIZAT	SCHOLARSHIPS	500
LYERLY SCHOOLCHATTOOGA COUNTY BOARD OF EDUCATION 150 OAKHILL ROAD LYERLY,GA 30730	NONE	GOVERNMENT	AGRICULTURE BUILDING FOR LYERLY SCHOOL AND COMMUNITY	20,000
MENLO FIRE DEPARTMENTCITY OF MENLO PO BOX 155 MENLO,GA 30731	NONE	GOVERNMENT	FIRE EQUIPMENT	5,535
MENLO HOUSING AUTHORITY 77 RALPH CHAMBLEE DR MENLO,GA 30731	NONE	GOVERNMENT	SIDEWALK REPLACEMENT	25,000
MENLO SCHOOLCHATTOOGA COUNTY BOARD OF EDUCATION 2430 HIGHWAY 337 MENLO,GA 30731	NONE	GOVERNMENT	TECHNOLOGY UPGRADE (CLASSROOM LAPTOPS)	14,950
MENLO SCHOOLCHATTOOGA COUNTY BOARD OF EDUCATION 2430 HIGHWAY 337 MENLO,GA 30731	NONE	GOVERNMENT	ART GRANT	5,000
MERCY SENIOR CARE PO BOX 866 ROME,GA 30162	NONE	NON PROFIT ORGANIZAT	GRANDS WHO CARE	5,000
NAMI CENTER 135 BAYVIEW LANE CENTRE,AL 35960	NONE	NON PROFIT ORGANIZAT	HEALTHIER TEETH, HEALTHIER BODIES AND MINDS	10,000
SUMMERVILLE MIDDLE SCHOOLCHATTOOGA COUNTY BOARD OF EDUCATION 200 MIDDLE SCHOOL ROAD SUMMERVILLE,GA 30747	NONE	GOVERNMENT	CONTENT AREA STEM 7TH GRADE SCIENCE AND MATH (LAPTOPS)	13,000
SUMMERVILLE-TRION ROTARY CLUB FOUNDATION 9699 ROME BLVD SUMMERVILLE,GA 30747	NONE	NON PROFIT ORGANIZAT	SCHOLARSHIPS	8,000
SUMMERVILLE-TRION ROTARY CLUB FOUNDATION 9699 ROME BLVD SUMMERVILLE,GA 30747	NONE	NON PROFIT ORGANIZAT	STUDY ABROAD SCHOLARSHIPS	2,000
Total  3a				456,338

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
TOWN OF CEDAR BLUFF 3420 SPRING STREET CEDAR BLUFF,AL 35959	NONE	GOVERNMENT	LIBERTY DAYS FIREWORKS SHOW	5,000
WELL AT CHATTOOGA INC 11634 HIGHWAY 27 SUMMERVILLE,GA 30747	NONE	NON PROFIT ORGANIZAT	SURVEILLANCE CAMERAS	4,787
AMERICAN LEGION POST 129 818 MEMORIAL DRIVE SUMMERVILLE,GA 30747	NONE	NON PROFIT ORGANIZAT	COLOR GUARD	3,000
CANCER NAVIGATORS INC 310 COUNTY ROAD 129 GAYLESVILLE,AL 35973	NONE	NON PROFIT ORGANIZAT	CANCER NAVIGATORS FOR CHATTOOGA COUNTY RESIDENTS	10,000
CHATTOOGA COUNTY 4-H 10011 COMMERCE STREET SUMMERVILLE,GA 30747	NONE	NON PROFIT ORGANIZAT	COMMUNITY REVITALIZATION	9,600
CHATTOOGA COUNTY CAMP 507 SONS OF CONFEDERATE VETERANS 8540 COUNTY ROAD 103 MENTONE,AL 35984	NONE	NON PROFIT ORGANIZAT	COURTHOUSE MONUMENT	5,000
CHATTOOGA COUNTY HISTORICAL SOCIETY PO BOX 626 SUMMERVILLE,GA 30747	NONE	NON PROFIT ORGANIZAT	175TH ANNIVERSARY - CHATTOOGA COUNTY	8,000
CHATTOOGA COUNTY LIBRARY SYSTEM 360 FARRAR DRIVE SUMMERVILLE,GA 30747	NONE	GOVERNMENT	INDIVIDUAL DEVELOPMENT & COMMUNITY ENHANCEMENT	15,000
CHATTOOGA COUNTY SHERIFF'S OFFICE 35 WEST WASHINGTON STREET SUMMERVILLE,GA 30747	NONE	GOVERNMENT	LASER TECHNOLOGY	5,215
CHEROKEE COUNTY PARKS AND RECREATION BOARD INC 104 NORTHWOOD DRIVE CENTRE,AL 35960	NONE	GOVERNMENT	2013 EDUCATIONAL KIOSKS	4,520
CHEROKEE COUNTY PUBLIC LIBRARY 310 MARY STREET CENTRE,AL 35960	NONE	GOVERNMENT	COMPUTER LAB UPDATE	8,900
CUB SCOUT PACK #38 131 ASHLEE LANE LYERLY,GA 30730	NONE	NON PROFIT ORGANIZAT	DURABLE GOODS AQUISITION	1,500
GAYLESVILLE HIGH SCHOOL 760 TROJAN WAY GAYLESVILLE,AL 35973	NONE	GOVERNMENT	GAYLESVILLE AGRISCIENCE DEPARTMENT	15,000
LEROY MASSEY ELEMENTARY SCHOOLCHATTOOGA COUNTY BOARD OF EDUCATION 403 DOT JOHNSON DRIVE SUMMERVILLE,GA 30747	NONE	GOVERNMENT	OCCUPATIONAL THERAPY	1,200
LEROY MASSEY ELEMENTARY SCHOOLCHATTOOGA COUNTY BOARD OF EDUCATION 403 DOT JOHNSON DRIVE SUMMERVILLE,GA 30747	NONE	GOVERNMENT	MATH PROGRAM (TIMEZ ATTACK/MULTIPLICATION)	1,000
Total  3a				456,338

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
MENLO LIONS CLUB PO BOX 184 MENLO,GA 30731	NONE	NON PROFIT ORGANIZAT	SCHOLARSHIPS AND SMOKER GRILL	1,500
MENLO SCHOOLCHATTOOGA COUNTY BOARD OF EDUCATION 2430 HIGHWAY 337 MENLO,GA 30747	NONE	GOVERNMENT	MEDIA CENTER - FAMILY/ COMMUNITY READING NIGHT	6,000
NORTHWEST GEORGIA COUNCIL BOY SCOUTS OF AMERICA PO BOX 1422 ROME,GA 30162	NONE	NON PROFIT ORGANIZAT	NEW YOUTH CABIN AT CAMP SIDNEY DEW	3,000
PARADISE GARDENS FOUNDATION INC PO BOX 113 SUMMERVILLE,GA 30747	NONE	NON PROFIT ORGANIZAT	START ART EDUCATIONAL PROGRAM	10,000
SUMMERVILLE FIRE DEPARTMENT 176 COX STREET SUMMERVILLE,GA 30747	NONE	GOVERNMENT	FIRE EQUIPMENT	12,363
TOWN OF LYERLY PO BOX 203 LYERLY,GA 30730	NONE	GOVERNMENT	SIDEWALK REPLACEMENT	25,000
Total  3a				456,338

TY 2013 Accounting Fees Schedule

Name: TILLOTSON-MENLO CHARITABLE FOUNDATION

C/O JEFFREY RICHARDSON

EIN: 20-3918578

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL AND PROFESSIONAL FEES	5,000	0	0	0

**TY 2013 Investments Corporate
Bonds Schedule**

Name: TILLOTSON-MENLO CHARITABLE FOUNDATION
C/O JEFFREY RICHARDSON

EIN: 20-3918578

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	204,793	204,793

**TY 2013 Investments Corporate
Stock Schedule**

Name: TILLOTSON-MENLO CHARITABLE FOUNDATION
C/O JEFFREY RICHARDSON

EIN: 20-3918578

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	5,585,522	5,585,522

TY 2013 Investments - Other Schedule**Name:** TILLOTSON-MENLO CHARITABLE FOUNDATION

C/O JEFFREY RICHARDSON

EIN: 20-3918578

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER SECURITIES	AT COST	7,372	7,372
EQUITIES	AT COST	1,966,593	1,966,593
FIXED INCOME	AT COST	9,081	9,081

TY 2013 Other Expenses Schedule**Name:** TILLOTSON-MENLO CHARITABLE FOUNDATION

C/O JEFFREY RICHARDSON

EIN: 20-3918578

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES	32	0	0	0
CORPORATE REGISTRATION	30	0	0	0
INVESTMENT ACCOUNT EXPENSE	27,601	0	0	0
POSTAGE	15	0	0	0

TY 2013 Other Increases Schedule

Name: TILLOTSON-MENLO CHARITABLE FOUNDATION
C/O JEFFREY RICHARDSON

EIN: 20-3918578

Description	Amount
PRIOR YEAR UNREALIZED GAIN/LOSS	565,066
PRIOR YEAR RETURNED GRANT	3,800

TY 2013 Taxes Schedule**Name:** TILLOTSON-MENLO CHARITABLE FOUNDATION

C/O JEFFREY RICHARDSON

EIN: 20-3918578

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES PAID	10,579	0	0	0