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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: THE MELVYN P AND ELEANOR N GALIN FAMILY FOUNDATION, INC

A Employer identification number: 41-2066152

Number and street (or P O box number if mail is not delivered to street address): 108 JOHNSTON STREET

Room/suite:

B Telephone number: 912-355-2259

City or town, state or province, country, and ZIP or foreign postal code: SAVANNAH, GA 31405-5605

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 677,533.

J Accounting method: [X] 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	0.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,462.	9,462.		STATEMENT 1
	4 Dividends and interest from securities	17,072.	17,072.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-17,371.			
	b Gross sales price for all assets on line 6a 55,389.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-475.	-475.		STATEMENT 3
	12 **Total** Add lines 1 through 11	8,688.	26,059.		
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 4	2,090.	2,090.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	43.	23.		0.
	22 Printing and publications				
	23 Other expenses STMT 5	353.	106.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	2,486.	2,219.		0.
	25 Contributions, gifts, grants paid	23,835.			23,835.
	26 **Total expenses and disbursements** Add lines 24 and 25	26,321.	2,219.		23,835.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-17,633.			
	b **Net investment income** (if negative, enter -0-)		23,840.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing				
2 Savings and temporary cash investments		144,392.	172,805.	172,805.
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 ▶	195,000.			
Less: allowance for doubtful accounts ▶	0.	155,000.	195,000.	195,000.
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	10,000.	10,000.	10,020.
c Investments - corporate bonds	STMT 8	338,011.	253,509.	283,576.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 9	-3,675.	-5,202.	16,132.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)		17.	0.	0.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)		643,745.	626,112.	677,533.
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 **Total liabilities** (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds		0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds		643,745.	626,112.	
30 **Total net assets or fund balances**		643,745.	626,112.	
31 **Total liabilities and net assets/fund balances**		643,745.	626,112.	

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	643,745.
2 Enter amount from Part I, line 27a	2	-17,633.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	626,112.
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	626,112.

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	MS STEP UP BOND	P	10/27/11	07/30/13
b	LEHMAN BROTHERS HOLDINGS BOND	P	03/05/08	08/16/13
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	55,000.		54,869.	131.
b	389.		17,891.	-17,502.
c				
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				131.
b				-17,502.
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-17,371.
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))
2012	28,141.	495,054.	.056844
2011	21,656.	559,120.	.038732
2010	20,310.	446,515.	.045486
2009	17,761.	419,697.	.042319
2008	14,454.	357,286.	.040455

2	**Total** of line 1, column (d)	2	.223836
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	.044767
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	682,899.
5	Multiply line 4 by line 3	5	30,571.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	238.
7	Add lines 5 and 6	7	30,809.
8	Enter qualifying distributions from Part XII, line 4	8	23,835.

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	477.
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	477.
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	477.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
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	0.
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	477.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ | **Refunded** ▶	11	

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 the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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	

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ MELVYN P GALIN Telephone no. ▶ 912-355-2259			
	Located at ▶ 108 JOHNSTON STREET, SAVANNAH, GA ZIP+4 ▶ 31405-5605			
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			
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☒ Yes ☐ No			
	If "Yes," list the years ▶ 2012 , , ,			
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	X	
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 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.)* 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 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MELVYN P GALIN 108 JOHNSTON STREET SAVANNAH, GA 31405	DIRECTOR 2.00	0.	0.	0.
ELEANOR N GALIN 108 JOHNSTON STREET SAVANNAH, GA 31405	DIRECTOR 1.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 CONTRIBUTIONS TO VARIOUS CHARITABLE ORGANIZATIONS	23,835.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	527,151.
b	Average of monthly cash balances	1b	166,147.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	693,298.
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	693,298.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,399.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	682,899.
6	**Minimum investment return** Enter 5% of line 5	6	34,145.

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	34,145.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 477.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	477.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,668.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	33,668.
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	33,668.

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	23,835.
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	23,835.
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	23,835.

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.

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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				33,668.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			23,876.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 23,835.				
a Applied to 2012, but not more than line 2a			23,835.	
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				0.
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))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			41.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				33,668.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 6		503(C)(3)	FURTHERANCE OF DONEE'S CHARITABLE PURPOSE	23,835.
Total			▶ 3a	23,835.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9,462.	
4 Dividends and interest from securities			14	17,072.	
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			14	-475.	
8 Gain or (loss) from sales of assets other than inventory			18	-17,371.	
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.		8,688.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 8,688.

(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).

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

Melvyn P. Galin — 5/14/2014 — President

Signature of officer or trustee | Date | Title

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
MICHAEL W. SKINNER	MICHAEL W. SKINNE	5/13/14		P00379533

Firm's name ▶ SKINNER, BARNDOLLAR & LANE, P.C. — Firm's EIN ▶ 58-1761579

Firm's address ▶ 311 WEST BROUGHTON STREET SAVANNAH, GA 31401 — Phone no. 912-233-3602

323622 10-10-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF THE OZARKS	60.	60.	
GALIN MORTGAGE LENDING	8,667.	8,667.	
WCCU	735.	735.	
TOTAL TO PART I, LINE 3	9,462.	9,462.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY DIVIDENDS	1,484.	0.	1,484.	1,484.	
MORGAN STANLEY INTEREST	13,900.	0.	13,900.	13,900.	
WELLS FARGO	1,688.	0.	1,688.	1,688.	
TO PART I, LINE 4	17,072.	0.	17,072.	17,072.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN	-475.	-475.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-475.	-475.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,090.	2,090.		0.
TO FORM 990-PF, PG 1, LN 16B	2,090.	2,090.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	277.	30.		0.
ADMINISTRATIVE COSTS	57.	57.		0.
BANK FEES	19.	19.		0.
TO FORM 990-PF, PG 1, LN 23	353.	106.		0.

FOOTNOTES STATEMENT 6

ACTION AGAINST HUNGER	25.
ALPHA EPSILON PI FRATERNITY	50.
ALZEIMER'S ASSOCIATION	20.
THE ALS ASSOCIATION	25.
AMERICAN CANCER SOCIETY	50.
AARP FOUNDATION	27.
ACCION INTERNATIONAL	50.
AMERICAN DIABETES ASSOCIATION	15.
AMERICAN FRIENDS OF MAGEN DAVID ADOM	50.
AMERICAN FRIENDS OF HEBREW UNIVERSITY	25.
AMERICAN FOUNDATION FOR THE BLIND	25.
AMERICAN HEART ASSOCIATION	100.
AMERICAN JEWISH COMMITTEE	25.
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE	50.
AMERICAN JEWISH WORLD SERVICE	50.
AMERICAN KIDNEY FUND	25.
AMERICAN LEGION	25.
AMERICAN LUNG ASSOCIATION	50.
AMERICAN RED CROSS	50.
ASCPA	25.
AMERICAN SOCIETY FOR YAD VASHEM, INC.	25.
AMERICA'S SECOND HARVEST OF COASTAL GEORGIA	50.
AMERICARES	100.
AMNESTY INTERNATIONAL USA	50.

AMVETS NATIONAL SERVICE FOUNDATION	25.
ANTI-DEFAMATION LEAGUE	25.
ARBOR DAY FOUNDATION	20.
ARTHRITIS FOUNDATION	50.
AUTISM SOCIETY OF AMERICA	50.
BEN-GURION UNIVERSITY OF THE NEGEV	25.
B'NAI B'RITH INTERNATIONAL	50.
B'NAI B'RITH YOUTH ORGANIZATION	100.
BIRTHRIGHT ISRAEL FOUNDATION	25.
BOY SCOUTS OF AMERICA	25.
BOYS TOWN	25.
BOYS TOWN JERUSALEM FOUNDATION OF AMERICA	25.
BRAILLE INSTITUTE OF AMERICA, INC.	25.
BRIGHAM AND WOMEN'S HOSPITAL	250.
CARE	25.
CENTER FOR EYE RESEARCH AND EDUCATION	100.
CENTER FOR JEWISH HISTORY	25.
CHATHAM-SAVANNAH CITIZEN ADVOCACY	150.
CHRISTOPHER REEVES FOUNDATION	25.
CIVIL WAR PRESERVATION TRUST	108.
CLEVELAND CLINIC FOUNDATION	250.
COASTAL HERITAGE SOCIETY	200.
COLONIAL WILLIAMSBURG	35.
CAMERA	25.
CONGREGATION AGUDATH ACHIM	3,796.
CONSUMER REPORTS FOUNDATION	25.
CROHN'S AND COLITIS FOUNDATION	25.
CYSTIC FIBROSIS FOUNDATION	25.
CUMBERLAND ACADEMY OF GEORGIA	100.
CURE ALZHEIMER'S FUND	25.
DIABETES RESEARCH & WELLNESS FOUNDATION	25.
DOCTORS WITHOUT BORDERS	150.
EASTER SEALS	25.
ELLIS ISLAND FOUNDATION	15.
ENVIRONMENTAL DEFENSE FUND	25.
EPILEPSY FOUNDATION	25.
FEEDING AMERICA	50.
FINCA INTERNATIONAL, INC	25.
FOUNDATION FIGHTING BLINDNESS	25.
FREEDOM FROM HUNGER	25.
FRIENDS OF ISRAEL DISABLED VETERANS, INC.	50.
GEORGE WASHINGTON'S MOUNT VERNON	25.
GEORGIA HISTORICAL SOCIETY	100.
GLAUCOMA RESEARCH FOUNDATION	50.
FRIENDS OF THE SMITHSONIAN	275.
GEORGIA TECH FOUNDATION	2,250.
HOSPICE EDUCATION INSTITUTE	25.
HEARING HEALTH FOUNDATION	35.
GUIDE DOGS FOR THE BLIND	25.
HABITAT HUMANITY INTERNATIONAL	25.
HANDICAP INTERNATIONAL	25.
HELEN KELLER INTERNATIONAL	25.
HILLEL	75.
HUMANE SOCIETY OF THE UNITED STATES	25.
INDIANA UNIVERSITY FOUNDATION	5,450.
INTERNATIONAL PLANNED PARENTHOOD FEDERATION	25.

INTERNATIONAL RESCUE COMMITTEE	50.
JEWISH BRAILLE INSTITUTE INTERNATIONAL	25.
JEWISH EDUCATIONAL LOAN FUND, INC	50.
JEWISH NATIONAL FUND	75.
JEWISH THEOLOGICAL SEMINARY	180.
JEWISH WAR VETERANS OF THE US	20.
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL	25.
LAHEY CLINIC	50.
LEARNING ALLY	25.
LIVE OAK PUBLIC LIBRARIES FOUNDATION	75.
LEUKEMIA & LYMPHOMA SOCIETY	25.
LIGHTHOUSE INTERNATIONAL	25.
MACCABI USA	25.
MAKE-A-WISH FOUNDATION	25.
MARCH OF DIMES	25.
MASSACHUSETTS EYE AND EAR, INC	50.
MASSACHUSETTS GENERAL HOSPITAL FUND	250.
MEMORIAL HEALTH FOUNDATION	100.
MEMORIAL SLOAN-KETTERING CANCER CENTER	50.
MERCER PTO	10.
MERCY CORPS	50.
MIGHTY EIGHTH AIR FORCE MUSEUM	50.
MOTHERS AGAINST DRUNK DRIVING	25.
MULBERRY GROVE FOUNDATION	50.
MUSCLUAR DYSTROPHY ASSOCIATION	25.
NATIONAL ASTHMA CENTER	25.
NATIONAL AUDUBON SOCIETY	25.
NATIONAL JEWISH HEALTH	25.
NATIONAL WORLD WAR II MUSEUM	25.
NATIONAL FEDERATION OF THE BLIND	50.
NATIONAL MULTIPLE SCLEROSIS SOCIETY	25.
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY	55.
NATIONAL HEMOPHELIA FOUNDATION	25.
NATIONAL PARK FOUNDATION	25.
NATIONAL PARKS CONSERVATION ASSOCIATION	25.
NATIONAL TRUST FOR HISTORIC PRESERVATION	30.
NATIONAL WILDLIFE FEDERATION	25.
NATIONAL YIDDISH BOOK CENTER	30.
RONALD MCDONALD HOUSE	100.
OCEAN CONSERVANCY	20.
ORBIS INTERNATIONAL	25.
ORT AMERICA	25.
OXFAM	25.
PARKINSONS DISEASE FOUNDATION	25.
PATHFINDER INTERNATIONAL	25.
PERKINS SCHOOL FOR THE BLIND	25.
PLANETARY SOCIETY	25.
PLANNED PARENTHOOD	25.
PREVENT BLINDNESS GEORGIA	15.
PROJECT HOPE	25.
PROSTATE CANCER FOUNDATION	25.
RAINFOREST ALLIANCE	25.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL	25.
SALVATION ARMY	25.
SAVANNAH COUNCIL ON WORLD AFFAIRS	100.
SAVANNAH JEWISH ARCHIVES	100.

SAVANNAH JEWISH FEDERATION	375.
SAVE THE CHILDREN	50.
SEEING EYE	25.
SENIOR CITIZENS, INC.	300.
SHRINERS CHILDRENS' FUND	25.
SIERRA CLUB	25.
SIMMONS COLLEGE	2,000.
SIMON WIESENTHAL CENTER	25.
THE JEWISH FOUNDATION FOR THE RIGHTEOUS	25.
SMILE TRAIN	25.
SOUTHERN POVERTY LAW CENTER	50.
STUDENT CONSERVATION ASSOCIATION	25.
SPECIAL OLYMPICS	15.
UNION MISSION, INC.	50.
SUSAN G KOMEN FOR THE CURE	25.
TELFAIR MUSEUM OF ART, INC	150.
THOMAS JEFFERSON FOUNDATION, INC.	25.
NATIONAL CHILDREN'S CANCER SOCIETY	20.
TOYS FOR TOTS FOUNDATION	25.
NATURE CONSERVANCY	35.
UNICEF	25.
UNITED NEGRO COLLEGE FUND	25.
UNITED STATES HOLOCAUST MUSEUM	50.
US OLYMPIC COMMITTEE	30.
UNITED WAY OF COASTAL EMPIRE	50.
UNITED SYNAGOGUE OF CONSERVATIVE JUDAISM	50.
UNIVERSITY OF TEXAS FOUNDATION - MD ANDERSON CANCER CENTER	2,000.
THE USO	25.
VASCULAR BIRTHMARK FOUNDATION	100.
VETERANS OF FOREIGN WARS	20.
THE WILDERNESS SOCIETY	25.
WILDLIFE CONSERVATION SOCIETY	25.
WORLD JEWISH CONGRESS FOUNDATION	25.
WOMAN'S LEAGUE FOR CONSERVATIVE JUDAISM	18.
WORLD WILDLIFE FUND	16.
WOUNDED WARRIOR PROJECT	25.
TUFT UNIVERSITY	50.
WEIZMANN INSTITUTE OF SCIENCE	25.
YOSEMITE CONSERVANCY	25.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PREFERRED STOCK	10,000.	10,020.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,000.	10,020.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	233,527.	261,744.
CLOSED END FUNDS	19,982.	21,832.
TOTAL TO FORM 990-PF, PART II, LINE 10C	253,509.	283,576.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PUBLIC PARTNERSHIP INVESTMENT	FMV	-5,202.	16,132.
TOTAL TO FORM 990-PF, PART II, LINE 13		-5,202.	16,132.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INTEREST RECEIVABLE	17.	0.	0.
TO FORM 990-PF, PART II, LINE 15	17.	0.	0.