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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
HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION

A Employer identification number
58-2297805

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

Room/suite

B Telephone number (see instructions)
(404) 355-0245

City or town, state or province, country, and ZIP or foreign postal code
ATLANTA, GA 30309

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)*▶$ 1,504,665

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) (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)	256,219			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	18,396	18,396		
	4	Dividends and interest from securities	10,613	10,613		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	76,696			
	b	Gross sales price for all assets on line 6a 515,450				
	7	Capital gain net income (from Part IV, line 2)		76,696		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	361,924	105,705		
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 (attach schedule)				
	b	Accounting fees (attach schedule)	5,670	5,670		0
	c	Other professional fees (attach schedule)	6,024	6,024		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	885	297		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	134	0		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,713	11,991		0
	25	Contributions, gifts, grants paid	105,873			105,873
	26	**Total expenses and disbursements.** Add lines 24 and 25	118,586	11,991		105,873
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	243,338			
	b	**Net investment income** (if negative, enter -0-)		93,714		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	1,757	1,599	1,599
2	Savings and temporary cash investments	89,504	33,818	33,818
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 (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)	92,201	143,996	142,448
b	Investments—corporate stock (attach schedule)	422,363	664,739	910,105
c	Investments—corporate bonds (attach schedule)	421,679	426,690	416,695
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
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)	1,027,504	1,270,842	1,504,665
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			
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	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	1,027,504	1,270,842	
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,027,504	1,270,842	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,027,504	1,270,842	

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	1,027,504
2	Enter amount from Part I, line 27a	2	243,338
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,270,842
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	1,270,842

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 Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
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	See Additional Data Table			
b				
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	76,696
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	99,772	1,208,647	0 082549
2011	94,335	1,239,332	0 076118
2010	94,191	1,246,166	0 075585
2009	119,014	1,237,390	0 096181
2008	94,766	1,420,142	0 066730

2	**Total** of line 1, column (d).	2	0 397163
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 079433
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,231,569
5	Multiply line 4 by line 3.	5	97,827
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	937
7	Add lines 5 and 6.	7	98,764
8	Enter qualifying distributions from Part XII, line 4.	8	105,873

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	937
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	937
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	937
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 640		
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	640
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	297
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		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)?	1b		No
	*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		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? *If "Yes," attach a detailed description of the activities.*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T.*	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	Yes	
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	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? *If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		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 ▶CAROLINE GILHAM Telephone no ▶(404) 355-0245

Located at ▶106 CAMDEN ROAD ATLANTA GA ZIP+4 ▶30309

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 | |

			Yes	No
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		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?	☐ 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 page 20 of the instructions)?		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		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?	☐ Yes ☑ No			
	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?	☐ 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.)*		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
HARRY L GILHAM JR 106 CAMDEN ROAD ATLANTA, GA 30309	TRUSTEE 1 00	0	0	0
CAROLINE M GILHAM 106 CAMDEN ROAD ATLANTA, GA 30309	TRUSTEE 1 00	0	0	0
ANNA G MCGARRITY 2866 WESLEY HEATH ATLANTA, GA 30327	TRUSTEE 1 00	0	0	0
JEAN F KIRBY 3623 DUMBARTON ROAD NW ATLANTA, GA 30327	TRUSTEE 1 00	0	0	0

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

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	
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	1,183,838
b	Average of monthly cash balances	1b	66,486
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,250,324
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	1,250,324
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,755
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,231,569
6	**Minimum investment return.** Enter 5% of line 5	6	61,578

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	61,578
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 937		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	937
3	Distributable amount before adjustments Subtract line 2c from line 1	3	60,641
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	60,641
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	60,641

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	105,873
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	105,873
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	937
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	104,936

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					60,641
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.	12,826				
b From 2009.	57,616				
c From 2010.	32,651				
d From 2011.	33,698				
e From 2012.	40,596				
f **Total** of lines 3a through e.		177,387			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 105,873					
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.					60,641
e Remaining amount distributed out of corpus		45,232			
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		222,619			
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) . . .		12,826			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		209,793			
10 Analysis of line 9					
a Excess from 2009. . . .	57,616				
b Excess from 2010. . . .	32,651				
c Excess from 2011. . . .	33,698				
d Excess from 2012. . . .	40,596				
e Excess from 2013. . . .	45,232				

Part XIV Private 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)

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a 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 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))

HARRY L GILHAM JR

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 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 Additional Data Table				
Total . . . . ▶ **3a**				105,873
b *Approved for future payment*				
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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	18,396	
4 Dividends and interest from securities. . . .			14	10,613	
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	76,696	
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		105,705	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 105,705

(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) (See instructions)

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)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-05-06	******
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
ANNA J DAVIS				P00662840
Firm's name ▶ HANCOCK ASKEW & CO LLP			Firm's EIN ▶ 58-0662558	
Firm's address ▶ 275 SCIENTIFIC DRIVE STE 2500 NORCROSS, GA 30092			Phone no (770) 246-0793	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
LAS VEGAS SANDS CORP	P	2012-02-08	2013-01-22
LAS VEGAS SANDS CORP	P	2012-03-05	2013-01-22
ALLERGAN, INC	P	2012-09-14	2013-01-29
ALLERGAN, INC	P	2007-06-02	2013-01-29
APPLE INC	P	2010-02-02	2013-01-29
APPLE INC	P	2010-02-02	2013-01-29
APPLE INC	P	2012-11-16	2013-01-29
APPLE INC	P	2012-11-20	2013-01-29
PEPSICO 4 65% 2/15/13	P	2008-05-23	2013-02-15
US TREAS NOTE 3 875%, 2/15/13	P	2008-05-21	2013-02-15
APPLE INC	P	2010-02-02	2013-02-06
ABBVIE, INC	P	2009-03-17	2013-02-13
ABBVIE, INC	P	2011-08-12	2013-02-13
ABBVIE, INC	P	2006-11-20	2013-02-13
ABBVIE, INC	P	2006-11-20	2013-02-15
EXPRESS SCRIPTS HLDG CO	P	2011-06-10	2013-02-26
EXPRESS SCRIPTS HLDG CO	P	2012-08-13	2013-02-26
HEWKETT PACKARD 4 5% 3/1/13	P	2008-12-08	2013-03-01
EXPRESS SCRIPTS HLDG CO	P	2011-06-10	2013-03-01
EXPRESS SCRIPTS HLDG CO	P	2012-05-16	2013-03-01
EXPRESS SCRIPTS HLDG CO	P	2012-11-09	2013-03-01
ABBVIE INC	P	2006-11-20	2013-03-15
COSTCO WHSL CORP	P	2012-01-13	2013-03-15
ORACLE CORPORATION	P	2012-12-24	2013-03-27
ORACLE CORPORATION	P	2012-08-10	2013-03-27
ORACLE CORPORATION	P	2011-01-10	2013-03-27
ORACLE CORPORATION	P	2012-10-11	2013-03-27
COLGATE-PALMOLIVE CO	P	2012-02-08	2013-04-08
COLGATE-PALMOLIVE CO	P	2012-11-06	2013-04-08
PHILIP MORRIS INTL INC	P	2012-08-09	2013-04-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PHILIP MORRIS INTL INC	P	2012-10-05	2013-04-23
GENERAL ELECTRIC CO	P	2012-11-15	2013-04-24
GENERAL ELECTRIC CO	P	2012-07-26	2013-04-24
GENERAL ELECTRIC CO	P	2012-06-15	2013-04-24
GENERAL ELECTRIC CO	P	2012-02-28	2013-04-24
SCHLUMBERGER LTD	P	2002-09-30	2013-04-24
SCHLUMBERGER LTD	P	2010-03-08	2013-04-24
APPLE INC	P	2010-02-02	2013-04-29
QUALCOMM INC	P	2011-08-12	2013-05-02
QUALCOMM INC	P	2002-08-19	2013-05-02
SCHLUMBERGER LTD	P	2002-09-30	2013-05-03
E M C CORP MASS	P	2012-02-07	2013-05-17
CAMERON INTL CORP	P	2012-02-28	2013-05-20
MC DONALDS CORP	P	2004-06-28	2013-05-31
MC DONALDS CORP	P	2012-12-13	2013-05-31
PHILLIP MORRIS INTL INC	P	2012-10-05	2013-05-31
PHILLIP MORRIS INTL INC	P	2012-11-26	2013-05-31
J P MORGAN CHASE 4 75% 5/1/13	P	2009-06-11	2013-05-01
COSTCO WHSL CORP	P	2012-01-13	2013-06-04
COSTCO WHSL CORP	P	2005-10-18	2013-06-04
CAMERON INTL CORP	P	2012-02-28	2013-06-06
CAMERON INTL CORP	P	2012-06-28	2013-06-06
CAMERON INTL CORP	P	2008-11-03	2013-06-06
QUALCOMM INC	P	2002-08-19	2013-06-06
AMERICAN EXPRESS COMPANY	P	2013-04-24	2013-06-18
AMERICAN EXPRESS COMPANY	P	2013-02-12	2013-06-18
COCA COLA COMPANY	P	2007-04-23	2013-06-18
COCA COLA COMPANY	P	2010-07-01	2013-06-18
COCA COLA COMPANY	P	2010-07-01	2013-06-18
COCA COLA COMPANY	P	2007-04-23	2013-06-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
QUALCOMM INC	P	2002-08-19	2013-06-21
MONDELEZ INTL INC	P	2012-10-02	2013-06-26
WELLS FARGO & CO	P	2012-09-20	2013-06-25
WELLS FARGO & CO	P	2012-08-24	2013-06-25
ORACLE CORP	P	2012-03-26	2013-06-26
ORACLE CORP	P	2012-06-22	2013-06-26
ACCENTURE PLC	P	2011-10-07	2013-07-03
ACCENTURE PLC	P	2010-10-05	2013-07-03
ACCENTURE PLC	P	2010-10-05	2013-07-15
ORACLE CORPORATION	P	2012-03-26	2013-07-08
ORACLE CORPORATION	P	2012-10-11	2013-07-08
ORACLE CORPORATION	P	2012-06-22	2013-07-08
QUALCOMM INC	P	2002-08-19	2013-07-18
BIOGEN IDEC INC	P	2013-02-05	2013-07-26
AMERISOURCE BERGEN CORP	P	2011-07-01	2013-07-29
COSTCO WHSL CORP	P	2005-10-18	2013-07-31
COSTCO WHSL CORP	P	2009-02-10	2013-07-31
3 M 4 375 % 8/15/13	P	2008-08-28	2013-08-15
CAMERON INTL CORP	P	2008-11-03	2013-08-09
STRYKER CORP	P	2011-09-12	2013-08-15
STRYKER CORP	P	2010-07-13	2013-08-15
UNILEVER NV NY	P	2011-12-05	2013-08-19
UNILEVER NV NY	P	2011-12-22	2013-08-19
UNITED PARCEL SERVICE	P	2011-01-21	2013-08-20
MONSANTO CO NY	P	2012-05-16	2013-08-27
SANOFI ADR	P	2013-05-31	2013-08-27
SANOFI ADR	P	2013-04-08	2013-08-27
VERIZON COMM INC 5 55% 02/15/16	P	2011-02-22	2013-09-13
VISA INC	P	2011-07-01	2013-09-03
VISA INC	P	2011-10-07	2013-09-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ABBOT LABORATORIES	P	2011-08-12	2013-09-09
ABBOT LABORATORIES	P	2009-03-17	2013-09-09
BED BATH & BEYOND	P	2011-04-15	2013-09-10
BED BATH & BEYOND	P	2011-04-21	2013-09-10
UNILEVER NV	P	2012-02-08	2013-09-11
UNILEVER NV	P	2012-01-18	2013-09-11
UNILEVER NV	P	2011-12-22	2013-09-11
ACCENTURE PLC	P	2010-10-05	2013-09-17
COCA COLA COMPANY	P	2007-04-23	2013-10-07
BIOGEN IDEC INC	P	2012-11-01	2013-10-08
EMC CORP MASS	P	2012-02-07	2013-10-18
EMC CORP MASS	P	2013-07-30	2013-10-18
TERRADATA CORP	P	2013-09-16	2013-10-18
PEPSICO INCORPORATED	P	2013-07-23	2013-10-24
STARBUCKS CORP	P	2012-06-19	2013-10-24
EMC CORP MASS	P	2013-07-30	2013-10-25
EMC CORP MASS	P	2013-06-04	2013-10-25
EMC CORP MASS	P	2013-03-18	2013-10-25
SANOFI ADR	P	2013-01-15	2013-10-29
SANOFI ADR	P	2013-02-15	2013-10-29
SANOFI ADR	P	2013-04-08	2013-10-29
CAMERON INTL CORP	P	2008-11-03	2013-10-31
STARBUCKS CORP	P	2012-06-19	2013-10-31
F5 NETWORKS INC	P	2013-09-16	2013-11-07
ALLERGAN INC	P	2007-06-02	2013-11-13
PHILIP MORRIS INTL INC	P	2012-07-24	2013-11-26
PHILIP MORRIS INTL INC	P	2012-07-12	2013-11-26
SANOFI ADR	P	2013-01-08	2013-11-26
SANOFI ADR	P	2013-01-15	2013-11-26
SANOFI ADR	P	2013-01-08	2013-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SANOFI ADR	P	2013-02-13	2013-12-05
NIKE INC	P	2007-02-27	2013-12-16
NIKE INC	P	2013-07-03	2013-12-16
JOHNSON CONTROLS INC	P	2013-07-08	2013-12-26
JOHNSON CONTROLS INC	P	2013-03-11	2013-12-26
COCA COLA 3 625%	P	2009-06-30	2013-12-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,642		7,585	57
1,041		1,118	-77
1,047		901	146
1,047		588	459
4,611		2,003	2,608
2,305		1,001	1,304
2,305		2,753	-448
1,844		2,128	-284
25,000		26,330	-1,330
25,000		26,238	-1,238
3,187		1,402	1,785
3,602		2,473	1,129
722		515	207
361		244	117
2,840		1,951	889
9,032		9,038	-6
1,694		1,805	-111
25,000		24,368	632
4,562		4,689	-127
1,099		1,130	-31
1,649		1,681	-32
7,907		5,120	2,787
4,174		3,179	995
1,917		2,051	-134
1,917		1,908	9
3,195		3,126	69
639		563	76
3,548		2,751	797
1,183		1,055	128
2,729		2,779	-50

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
910		917	-7
1,297		1,271	26
2,820		2,605	215
1,079		1,368	-289
1,952		1,749	203
2,767		761	2,006
692		638	54
5,248		2,604	2,644
6,183		4,902	1,281
4,328		907	3,421
6,668		1,712	4,956
3,444		3,901	-457
5,740		5,306	434
7,084		1,882	5,202
3,036		2,692	344
1,864		1,842	22
932		849	83
20,000		20,200	-200
1,130		795	335
1,130		464	666
603		590	13
603		394	209
1,808		721	1,087
2,512		518	1,994
2,235		2,002	233
745		618	127
398		259	139
3,977		2,562	1,415
3,977		2,562	1,415
7,953		5,171	2,782

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,491		518	1,973
4,656		3,252	1,404
2,016		1,780	236
2,823		2,405	418
3,005		3,033	-28
2,103		1,979	124
3,463		2,632	831
1,385		905	480
2,962		1,811	1,151
3,002		2,757	245
1,201		1,126	75
1,801		1,876	-75
3,053		648	2,405
4,139		2,796	1,343
5,858		4,141	1,717
2,323		928	1,395
1,162		434	728
25,000		25,168	-168
2,878		1,201	1,677
2,115		1,494	621
2,821		2,077	744
3,958		3,416	542
2,771		2,316	455
4,303		3,655	648
6,650		5,074	1,576
1,515		1,683	-168
3,030		3,121	-91
27,071		27,750	-679
1,738		877	861
3,303		1,576	1,727

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
665		966	-301
2,661		3,769	-1,108
726		542	184
3,632		2,794	838
3,767		3,325	442
3,767		3,304	463
1,130		993	137
2,242		1,358	884
2,986		2,069	917
3,103		1,777	1,326
1,239		1,300	-61
1,239		1,328	-89
3,512		4,681	-1,169
5,772		5,995	-223
6,346		4,160	2,186
729		797	-68
2,674		2,747	-73
1,215		1,245	-30
2,055		1,940	115
3,596		3,414	182
1,027		1,040	-13
6,473		2,883	3,590
778		521	257
3,967		4,590	-623
4,442		2,941	1,501
5,174		5,434	-260
1,725		1,792	-67
5,281		4,782	499
1,056		970	86
1,559		1,435	124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,158		3,717	441
3,141		1,069	2,072
2,354		1,879	475
2,507		1,801	706
3,011		2,048	963
25,231		25,684	-453

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			57
			-77
			146
			459
			2,608
			1,304
			-448
			-284
			-1,330
			-1,238
			1,785
			1,129
			207
			117
			889
			-6
			-111
			632
			-127
			-31
			-32
			2,787
			995
			-134
			9
			69
			76
			797
			128
			-50

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-7
			26
			215
			-289
			203
			2,006
			54
			2,644
			1,281
			3,421
			4,956
			-457
			434
			5,202
			344
			22
			83
			-200
			335
			666
			13
			209
			1,087
			1,994
			233
			127
			139
			1,415
			1,415
			2,782

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,973
			1,404
			236
			418
			-28
			124
			831
			480
			1,151
			245
			75
			-75
			2,405
			1,343
			1,717
			1,395
			728
			-168
			1,677
			621
			744
			542
			455
			648
			1,576
			-168
			-91
			-679
			861
			1,727

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-301
			-1,108
			184
			838
			442
			463
			137
			884
			917
			1,326
			-61
			-89
			-1,169
			-223
			2,186
			-68
			-73
			-30
			115
			182
			-13
			3,590
			257
			-623
			1,501
			-260
			-67
			499
			86
			124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			441
			2,072
			475
			706
			963
			-453

Form 990PF Part XV Line 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*				
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET ATLANTA, GA 30309	UNRELATED	501(C)(3)	GENERAL PURPOSE	3,500
ALZHEIMER'S ASSOCIATION OF GEORGIA 41 PERIMETER CENTER EAST SUITE 550 ATLANTA, GA 30346	UNRELATED	501(C)(3)	GENERAL PURPOSE	500
ARCS FOUNDATION PO BOX 52124 ATLANTA, GA 30355	UNRELATED	501(C)(3)	GENERAL PURPOSE	3,750
ATLANTA HISTORY CENTER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,000
ATLANTA OPERA 1575 NORTHSIDE DRIVE ATLANTA, GA 30318	UNRELATED	501(C)(3)	GENERAL PURPOSE	3,800
ATLANTA PRESERVATION CEN 327 ST PAUL AVENUE ATLANTA, GA 30312	UNRELATED	501(C)(3)	GENERAL PURPOSE	8,000
BOY SCOUTS OF AMERICA 1800 CIRCLE 75 PKWY SE ATLANTA, GA 30339	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,500
BUCKHEAD HERITAGE 3180 MATHIESON DR NE 200 ATLANTA, GA 30305	UNRELATED	501(C)(3)	GENERAL PURPOSE	500
CASHIERS RESCUE SQUAD 579 FRANK ALLEN ROAD CASHIERS, NC 28717	UNRELATED	501(C)(3)	GENERAL PURPOSE	100
CATHEDRAL OF ST PHILIP 2744 PEACHTREE ROAD ATLANTA, GA 30305	UNRELATED	501(C)(3)	GENERAL PURPOSE	33,023
CHURCH OF THE GOOD SHEP HIGHWAY 107 SOUTH PO BOX 32 CASHIERS, NC 28717	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,850
EMORY UNIVERSITY 201 DOWMAN DRIVE ATLANTA, GA 30322	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,000
FREE DENTAL CLINIC 130 US HIGHWAY 64 E 12 CASHIERS, NC 28717	UNRELATED	501(C)(3)	GENERAL PURPOSE	100
HIGH MUSEUM OF ART 1280 PEACHTREE STREET ATLANTA, GA 30309	UNRELATED	501(C)(3)	GENERAL PURPOSE	800
HIGHLANDS-CASHIER HOSPITAL 190 HOSPITAL DRIVE HIGHLANDS, NC 28741	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,000
Total . . . . ▶ **3a**				105,873

Form 990PF Part XV Line 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*				
MARINE CORPS COORDINATING COUNCIL 3500 GWINNETT PLACE DR NW DULUTH, GA 30096	UNRELATED	501(C)(3)	GENERAL PURPOSE	100
OPEN HANDS 176 OTTLEY DRIVE NE ATLANTA, GA 30324	UNRELATED	501(C)(3)	GENERAL PURPOSE	2,000
SUMMIT CHARTER FOUNDATION CASHIERS CASHIERS, NC 28717	UNRELATED	501(C)(3)	GENERAL PURPOSE	10,000
THE LOVETT SCHOOL 4075 PACES FERRY ROAD NW ATLANTA, GA 30327	UNRELATED	501(C)(3)	GENERAL PURPOSE	500
UNIVERSITY OF GEORGIA 210 S JACKSON ST ATHENS, GA 30602	UNRELATED	501(C)(3)	GENERAL PURPOSE	2,100
WESTMINSTER SCHOOLS 1424 WEST PACES FERRY ROAD NW ATLANTA, GA 30327	UNRELATED	501(C)(3)	GENERAL PURPOSE	500
WILDERNESS WORKS 644 MEMORIAL DR SE ATLANTA, GA 30312	UNRELATED	501(C)(3)	GENERAL PURPOSE	2,000
WOODRUFF ARTS CENTER 1280 PEACHTREE STREET ATLANTA, GA 30309	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,000
EAGLE RANCH 5500 UNION CHURCH RD FLOWERY BRANCH, GA 30542	UNRELATED	501(C)(3)	GENERAL PURPOSE	500
SOUTHEASTERN HORTICULTURAL SOCIETY 1705 COMMERCE DRIVE ATLANTA, GA 30318	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,500
ALZHEIMER'S DRUG DISCOVERY PROGRAM OF EMORY 201 DOWMAN DRIVE ATLANTA, GA 30322	UNRELATED	501(C)(3)	GENERAL PURPOSE	2,800
THE VILLAGE GREEN FOUNDATION OF CASHIERS PO BOX 2201 CASHIERS, NC 28717	UNRELATED	501(C)(3)	GENERAL PURPOSE	525
GEORGIA INSTITUTE OF TECHNOLOGY NORTH AVENUE ATLANTA, GA 30332	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,000
CHARITABLE FOUNDATION ROTARY CLUB OF ATLANTA 100 EDGEWOOD AVE ATLANTA, GA 30303	UNRELATED	501(C)(3)	GENERAL PURPOSE	325
ALLIANCE FOR CHRISTIAN MEDIA 2715 PEACHTREE ROAD NE ATLANTA, GA 30305	UNRELATED	501(C)(3)	GENERAL PURPOSE	500
Total . . . . ▶ **3a**				105,873

Form 990PF Part XV Line 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*				
GARDEN HILLS POOL & PARK FOUNDATION 335 PINE TREE DR ATLANTA, GA 30305	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,000
GOIZUETA BUSINESS SCHOOL OF EMORY 1300 CLIFTON RD ATLANTA, GA 30322	UNRELATED	501(C)(3)	GENERAL PURPOSE	5,000
GEORGIA MUSEUM OF ART 90 CARLTON STREET ATHENS, GA 30602	UNRELATED	501(C)(3)	GENERAL PURPOSE	10,100
SHEPHERD SPINAL FOUNDATION 2020 PEACHTREE ROAD ATLANTA, GA 30309	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,000
SALVATION ARMY 400 LUCKIE STREET NW ATLANTA, GA 30313	UNRELATED	501(C)(3)	GENERAL PURPOSE	1,000
ATLANTA CLASSICAL ACADEMY 1380 WEST PACES FERRY RD ATLANTA, GA 30327	UNRELATED	501(C)(3)	GENERAL PURPOSE	2,000
Total . . . . ▶ **3a**				105,873

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION	58-2297805

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION

Employer identification number
58-2297805

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HARRY AND CAROLINE GILHAM 106 CAMDEN ROAD ATLANTA, GA 30309	$ 22,780	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
2	HARRY AND CAROLINE GILHAM 106 CAMDEN ROAD ATLANTA, GA 30309	$ 233,439	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION

Employer identification number
58-2297805

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	21 SHS GOOGLE INC	$ 22,780	2013-12-18
2	1,084 SHS VISA INC	$ 233,439	2013-12-18
		$	
		$	
		$	
		$	

Name of organization
HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION

Employer identification number
58-2297805

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

TY 2013 Accounting Fees Schedule

Name: HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION

EIN: 58-2297805

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AL BRAXTON COMPANY	3,120	3,120		0
HANCOCK ASKEW & CO , LLP	2,550	2,550		0

TY 2013 Investments Corporate Bonds Schedule

Name: HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION

EIN: 58-2297805

Name of Bond	End of Year Book Value	End of Year Fair Market Value
	426,690	416,695

TY 2013 Investments Corporate Stock Schedule

Name: HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION

EIN: 58-2297805

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	664,739	910,105

TY 2013 Investments Government Obligations Schedule

Name:	HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION
EIN:	58-2297805
US Government Securities - End of Year Book Value:	143,996
US Government Securities - End of Year Fair Market Value:	142,448
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Other Expenses Schedule

Name: HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION

EIN: 58-2297805

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	26	0		0
MISCELLANEOUS	108	0		0

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TY 2013 Other Professional Fees Schedule

Name: HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION

EIN: 58-2297805

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	6,024	6,024		0

TY 2013 Taxes Schedule

Name: HARRY & CAROLINE GILHAM CHARITABLE FOUNDATION

EIN: 58-2297805

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	297	297		0
FEDERAL TAXES	588	0		0