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: HEALTHCARE GEORGIA FOUNDATION, INC.

A Employer identification number: 58-2418091

Number and street (or P O box number if mail is not delivered to street address): 191 PEACHTREE STREET, NE

Room/suite: 2650

B Telephone number: (404) 653-0990

City or town, state or province, country, and ZIP or foreign postal code: ATLANTA, GA 30303

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)* ▶$ 119,125,630.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,318,151.	3,317,645.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,136,035.			
	b Gross sales price for all assets on line 6a 81,622,532.				
	7 Capital gain net income (from Part IV, line 2)		11,130,774.		
	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	<915,740.>	<823,964.>		STATEMENT 2
	12 **Total.** Add lines 1 through 11	13,538,446.	13,624,455.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	265,000.	45,050.		219,950.
	14 Other employee salaries and wages	642,483.	109,222.		529,109.
	15 Pension plans, employee benefits	276,029.	46,925.		214,407.
	16a Legal fees STMT 3	17,197.	11,350.		5,542.
	b Accounting fees STMT 4	48,785.	24,393.		29,609.
	c Other professional fees STMT 5	1,219,805.	1,132,108.		91,479.
	17 Interest				
	18 Taxes STMT 6	122,506.	0.		0.
	19 Depreciation and depletion	30,905.	2,731.		
	20 Occupancy	167,083.	16,708.		162,825.
	21 Travel, conferences, and meetings	67,120.	3,356.		53,877.
	22 Printing and publications	1,307.	65.		1,242.
	23 Other expenses STMT 7	325,779.	7,955.		309,674.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,183,999.	1,399,863.		1,617,714.
	25 Contributions, gifts, grants paid	4,321,696.			4,318,696.
	26 **Total expenses and disbursements.** Add lines 24 and 25	7,505,695.	1,399,863.		5,936,410.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	6,032,751.			
	b **Net investment income** (if negative, enter -0-)		12,224,592.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,034,196.	1,335,142.	1,335,142.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	45,668,014.	61,432,510.	61,432,510.
	c Investments - corporate bonds STMT 11	25,244,251.	16,259,887.	16,259,887.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	33,873,504.	29,837,874.	29,837,874.
	14 Land, buildings, and equipment: basis ▶ 734,508.			
	Less accumulated depreciation ▶ 410,552.	63,100.	323,956.	323,956.
	15 Other assets (describe ▶ STATEMENT 13)	5,750,085.	9,936,261.	9,936,261.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	111,633,150.	119,125,630.	119,125,630.
Liabilities	17 Accounts payable and accrued expenses	188,065.	284,190.	
	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 ▶ STATEMENT 14)	236,920.	238,469.	
	23 Total liabilities (add lines 17 through 22)	424,985.	522,659.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	111,208,165.	118,602,971.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	111,208,165.	118,602,971.	
	31 Total liabilities and net assets/fund balances	111,633,150.	119,125,630.	

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	111,208,165.
2	Enter amount from Part I, line 27a	2	6,032,751.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,503,933.
4	Add lines 1, 2, and 3	4	118,744,849.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	141,878.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	118,602,971.

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	INVESTMENT PORTFOLIO	P	VARIOUS	12/31/13
b	TAX BASIS ADJUSTMENT ON UNIT/SHARE SALES OF			
c	ALTERNATIVE INVESTMENTS	P	VARIOUS	12/31/13
d	PASS-THRU FROM K-1 INVESTMENTS	P	VARIOUS	12/31/13
e	PASS-THRU UBI FROM K-1 INVESTMENTS	P	VARIOUS	12/31/13

	(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	83,288,354.		70,486,497.	12,801,857.
b				
c	<2,387,559.>			<2,387,559.>
d	716,476.			716,476.
e	5,261.			5,261.

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				12,801,857.
b				
c				<2,387,559.>
d				716,476.
e				5,261.

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** 11,136,035.

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	5,476,391.	108,478,882.	.050483
2011	5,211,131.	109,227,917.	.047709
2010	4,210,521.	102,924,484.	.040909
2009	5,843,203.	94,958,824.	.061534
2008	6,296,386.	119,939,989.	.052496

2	**Total** of line 1, column (d)	2	.253131
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	.050626
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	113,892,634.
5	Multiply line 4 by line 3	5	5,765,928.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	122,246.
7	Add lines 5 and 6	7	5,888,174.
8	Enter qualifying distributions from Part XII, line 4	8	5,936,410.

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 ▶ [X] and enter 1% of Part I, line 27b			1	122,246.
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	122,246.
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	122,246.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	128,567.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	153,567.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	31,321.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		31,321. Refunded ▶	11	0.

Part VII-A **Statements Regarding Activities**

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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

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

		Line	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 ▶ HTTP://WWW.HEALTHCAREGEORGIA.ORG

14 The books are in care of ▶ MICHAEL J. SWEENEY, III, DIR. FIN. Telephone no. ▶ (404) 653-0990

Located at ▶ 191 PEACHTREE STREET, NE, ATLANTA, GA ZIP+4 ▶ 30303

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

		Line	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		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.

			Line	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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)?		5b	X	
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? SEE STATEMENT 15	☒ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
990-PF, PART VIII, LINE 1 ATTACHMENT	DIRECTORS 1.00	0.	0.	0.
990-PF, PART VIII, LINE 1 ATTACHMENT	OFFICERS 40.00	265,000.	25,735.	2,132.

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
990-PF, PART VIII, LINE 2 ATTACHMENT	40.00	475,540.	47,535.	8,276.

Total number of other employees paid over $50,000 ▶ 1

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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
990-PF, PART VIII, LINE 3 ATTACHMENT	VARIOUS	426,335.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 16	153,761.
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	114,517,834.
b	Average of monthly cash balances		1b	1,103,715.
c	Fair market value of all other assets		1c	5,491.
d	**Total** (add lines 1a, b, and c)		1d	115,627,040.
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	115,627,040.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,734,406.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	113,892,634.
6	**Minimum investment return.** Enter 5% of line 5		6	5,694,632.

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	5,694,632.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 122,246.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	122,246.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	5,572,386.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,572,386.
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	5,572,386.

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	5,936,410.
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	0.
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	5,936,410.
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	122,246.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,814,164.

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				5,572,386.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			4,943,524.	
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: ▶$ 5,936,410.				
a Applied to 2012, but not more than line 2a			4,943,524.	
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				992,886.
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.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				4,579,500.
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 ▶ ☐ 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:

GRANTS MANAGER, 404-653-0990
191 PEACHTREE STREET, STE. 2650, ATLANTA, GA 30303

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

SEE WESITE: HTTP://WWW.HEALTHCAREGEORGIA.ORG/GRANTMAKING/GRANTEE-FORMS.CFM

c Any submission deadlines:

SEE WESITE: HTTP://WWW.HEALTHCAREGEORGIA.ORG/

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

SEE WESITE:
HTTP://WWW.HEALTHCAREGEORGIA.ORG/GRANTMAKING/GRANTMAKING-GUIDELINES.CFM

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*				
GRANTS (990-PF, PART XV, LINE 3 ATTACHMENT)	NONE	PUBLIC CHARITIES	TO SUPPORT THE OPERATIONS OF THE RECIPIENT ORG. ;LISTTOTAL 3893525	4,268,946.
MATCHING CONTRIBUTIONS (990-PF, PART XV, LINE 3 ATTACHMENT)	NONE	PUBLIC CHARITIES	TO SUPPORT THE OPERATIONS OF THE RECIPIENT ORG.	49,750.
Total			▶ 3a	4,318,696.
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	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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					
4 Dividends and interest from securities	523000	506.	14	3,317,645.	
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	900099	<91,776.>	14	<823,964.>	
8 Gain or (loss) from sales of assets other than inventory	900099	5,261.	18	11,130,774.	
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)		<86,009.>		13,624,455.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 13,538,446.

(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

Signature of officer or trustee: [signature] Date: 11/11/14 Title: PRESIDENT

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
GREGORY W. HAYES	[signature]	11.10.14		P00054246

Firm's name ▶ MOORE STEPHENS TILLER LLC — Firm's EIN ▶ 58-0673524

Firm's address ▶ 1960 SATELLITE BOULEVARD, STE 3600 DULUTH, GA 30097 — Phone no. 770-995-8800

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT PORTFOLIO	2,236,807.	0.	2,236,807.	2,236,807.	
PASS-THRU FROM K-1 INVESTMENTS	1,080,838.	0.	1,080,838.	1,080,838.	
PASS-THRU UBI FROM K-1 INVESTMENTS	506.	0.	506.	0.	
TO PART I, LINE 4	3,318,151.	0.	3,318,151.	3,317,645.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT PORTFOLIO	<1,505.>	<1,505.>	
PASS-THRU FROM K-1 INVESTMENTS	<822,459.>	<822,459.>	
PASS-THRU UBI FROM K-1 INVESTMENTS	<91,776.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<915,740.>	<823,964.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	17,197.	11,350.		5,542.
TO FM 990-PF, PG 1, LN 16A	17,197.	11,350.		5,542.

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	48,785.	24,393.		29,609.
TO FORM 990-PF, PG 1, LN 16B	48,785.	24,393.		29,609.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	1,059,871.	1,059,871.		0.
CUSTODIAL FEES	85,757.	64,318.		21,439.
PROGRAM CONSULTANT	30,702.	0.		33,064.
OTHER CONSULTING FEES	43,475.	7,919.		36,976.
TO FORM 990-PF, PG 1, LN 16C	1,219,805.	1,132,108.		91,479.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL NII EXCISE TAX	122,246.	0.		0.
DEFERRED FEDERAL NII EXCISE TAX	260.	0.		0.
TO FORM 990-PF, PG 1, LN 18	122,506.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES/EXPENSE	7,051.	353.		6,698.
TECHNOLOGY/TELEPHONE	11,986.	599.		13,357.
INSURANCE	17,282.	864.		16,418.
BOARD MTGS & SUPPORT	77,236.	3,862.		76,077.
DIRECT PROGRAM EXPENSES	153,761.	0.		144,587.
DUES & SUBSCRIPTIONS	1,552.	78.		1,474.
ORGANIZATIONAL MEMBERSHIPS	2,320.	0.		404.
MISCELLANEOUS	15,984.	799.		14,053.
EQUIPMENT/RENTALS/REPAIRS	26,537.	1,327.		24,609.
POSTAGE/SHIPPING	10,617.	0.		10,617.
TRAINING & DEVELOPMENT	1,453.	73.		1,380.
TO FORM 990-PF, PG 1, LN 23	325,779.	7,955.		309,674.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE ON K-1 INCOME RECOGNIZED	1,498,713.
BOOK/TAX DIFFERENCES & ROUNDING	5,220.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,503,933.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON PORTFOLIO APPRECIATION	141,878.
TOTAL TO FORM 990-PF, PART III, LINE 5	141,878.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	61,432,510.	61,432,510.
TOTAL TO FORM 990-PF, PART II, LINE 10B	61,432,510.	61,432,510.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS	16,259,887.	16,259,887.
TOTAL TO FORM 990-PF, PART II, LINE 10C	16,259,887.	16,259,887.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	29,837,874.	29,837,874.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,837,874.	29,837,874.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT REDEMPTION IN TRANSIT	5,685,695.	9,896,999.	9,896,999.
PREPAID FEDERAL NII EXCISE TAX	37,204.	8,625.	8,625.
SECURITY DEPOSITS	9,800.	10,677.	10,677.
OTHER ASSETS	17,386.	19,960.	19,960.
TO FORM 990-PF, PART II, LINE 15	5,750,085.	9,936,261.	9,936,261.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED COMPENSATION	31,129.	32,418.
DEFERRED FEDERAL NII EXCISE TAX	205,791.	206,051.
TOTAL TO FORM 990-PF, PART II, LINE 22	236,920.	238,469.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 15
PART VII-B, LINE 5C

GRANTEE'S NAME

SEE 990-PF STATEMENT 14 (CONTINUED)

GRANTEE'S ADDRESS

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED

PURPOSE OF GRANT

Healthcare Georgia Foundation

STATEMENT 15 CONTINUED
Year End Report 2013
Expenditure Responsibility

Organization Legal Name	Organization Name	Organization Address	Disposition	Grant Amount	Term	Project Title	Status
Avatar Communications, Inc	Avatar Communications, Inc	154 Krog St, NE, Suite 105 Atlanta, GA 30307	Approved	$ 54,000 00	12	Support the marketing and communication efforts of HealthTecdl programming for Healthcare Georgia Foundation's Distance Learning program	Active Grant
Avatar Communications, Inc	Avatar Communications, Inc	154 Krog St, NE, Suite 105 Atlanta, GA 30307	Approved	$ 275,000 00	13	Support to plan, execute and evaluate Connections 2014 and the 2014 Joseph D Greene Community Service Awards Program	Active Grant
Free Clinic Solutions	Free Clinic Solutions	400 4th Ave South, #304 St Petersburg, FL 33701	Approved	$ 6,500 00	5	Support for the development and publication of a technical resource on free vs low fee models of care with in Georgia's network of charitable care clinics	Active Discretionary
Georgia Pennatal Association	Georgia Pennatal Association	3614 Columbia Pkwy Decatur, Georgia 30034	Approved	$ 39,000 00	18	Support for the acquisition of executive management services to carry out administrative operations, improve membership services, enhance sustainability and participate in the Foundation's Promising Approaches to Improved Infant Health Demonstration Progr	Active Grant
ICF Macro, Inc	ICF Macro, Inc	Pubic Health and Survey Research Division 3 Corporate Square, Ste 370 Atlanta, GA 30329	Approved	$ 150,000 00	12	Support for Year One evaluation of the Foundation's recently released Request for Proposals (RFP) for the Childhood Obesity Prevention Program	Active Grant
Magnetic North LLC	Magnetic North LLC	300 South Street, Unit 213 Simpsonville, SC 29681	Approved	$ 6,000 00	6	Support for a leadership development program specifically designed for the philanthropic workforce	Closed Discretionary
Mathews & Maxwell, Inc	Mathews & Maxwell, Inc	1118 Ashton Bluff Drive, Suite A Atlanta, GA 30319	Approved	$ 80,000 00	18	Support to conduct legislative tracking and analyses relevant to state health policy issues in Georgia, and to develop a multi-purpose election guide featuring candidates for U S Senate and their positions with respect to Georgia's most pressing health	Active Grant
Porter Novelli	Porter Novelli	3500 Lenox Road Atlanta, GA 30326	Approved	$ 5,300 00	4	Support for a Foundation commissioned paper addressing key issues in Georgia's implementation of the Affordable Care Act and how these issues are most effectively presented to health plans, hospitals, provider groups, safety net, and the business communit	Closed Discretionary
Porter Novelli	Porter Novelli	3500 Lenox Road Atlanta, GA 30326	Approved	$ 140,000 00	9	Support to plan and convene two statewide healthcare leadership forums titled 2014 is Now Addressing Healthcare Access, Cost, and Quality in Georgia	Active Grant
Porter Novelli	Porter Novelli	3500 Lenox Road Atlanta, GA 30326	Approved	$ 175,000 00	12	Support to participate in the Healthcare Georgia Foundation 2013 strategic grantmaking initiative titled Taking Care of You - Evidence-Based Approaches to Reducing Adverse Birth Outcomes and to conduct a social marketing outreach and education campaign ı	Active Grant
The Schapiro Group, Inc	The Schapiro Group, Inc	127 Peachtree St, NE Suite 923 Atlanta, GA 30303	Approved	$ 58,000 00	6	Support for conducting two scientific telephone surveys to collect data on Georgia residents' perceptions of and experiences with healthcare	Closed Grant
Theisen Consulting LLC	Theisen Consulting LLC	865 Waddington Court Atlanta, GA 30350	Approved	$ 10,000 00	8	Support to engage in board development and recruitment on behalf of CEPTA, a nonprofit health organization providing health education, behavioral health services and youth drug prevention programs in Georgia	Closed Discretionary
		Total		$ 998,800 00			

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 16

ACTIVITY ONE

THE PURPOSE OF THE FOUNDATION IS TO ADVANCE THE HEALTH OF ALL GEORGIANS. THE FOUNDATION FUNDS ACTIVITIES TO ORGANIZATIONS THROUGHOUT GEORGIA THAT PROVIDE DIRECT AND INDIRECT HEALTH SERVICES AND ADVISEMENT TO GEORGIANS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	153,761.

Holdings

Composite

As of: December 31, 2013

FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

View Date: March 13, 2014

STATE STREET.

Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
CASH									
EURO CURRENCY								Exchange Rate	0 725716
INTERNATIONAL									
EUR	EURO CURRENCY								
	243 780	GHUG	Local	1.000000	243 78	1 000000	243.78	0 00	0.76
			Base	1 358766	331 24	1.377950	335.92	4.68	0.00
INTERNATIONAL Total									
	243 780		Local		243.78		243.78	0 00	0.76
			Base		331.24		335.92	4 68	0 00
EURO CURRENCY Total									
	243 780		Local		243.78		243.78	0 00	0 76
			Base		331.24		335 92	4.68	0.00
POUND STERLING								Exchange Rate	0 603774
GBP	POUND STERLING								
	1,037.940	GHUG	Local	1 000000	1,037 94	1 000000	1,037 94	0 00	0.88
			Base	1 636453	1,698 54	1.656249	1,719 09	20 55	0 00
POUND STERLING Total									
	1,037 940		Local		1,037 94		1,037 94	0 00	0 88
			Base		1,698.54		1,719 09	20.55	0 00
US DOLLAR								Exchange Rate	1 000000
USD	US DOLLAR								
	0 000	GHU0	Local	1 000000	0 00	1 000000	0 00	0 00	0 00
			Base	1 000000	0.00	1 000000	0 00	0 00	0.00
	US DOLLAR								
	0 000	GHU4	Local	1 000000	0 00	1 000000	0.00	0 00	0.00
			Base	1 000000	0.00	1.000000	0.00	0.00	0 00

& Issue has redenominated but Local is not converted

Issue has not been redenominated but Local is converted

FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

View Date: March 13, 2014

STATE STREET.

Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
	US DOLLAR								
	0 000	GHU5	Local	1 000000	0 00	1 000000	0 00	0 00	0 00
			Base	1 000000	0 00	1.000000	0 00	0 00	0.00
	US DOLLAR								
	0.000	GHU9	Local	1.000000	0.00	1.000000	0.00	0 00	0 00
			Base	1 000000	0 00	1 000000	0 00	0 00	0 00
	US DOLLAR								
	0 000	GHUA	Local	1.000000	0 00	1.000000	0 00	0.00	0.00
			Base	1.000000	0.00	1 000000	0 00	0 00	0 00
	US DOLLAR								
	0.000	GHUB	Local	1 000000	0.00	1 000000	0.00	0 00	0 00
			Base	1 000000	0 00	1 000000	0.00	0 00	0 00
	US DOLLAR								
	38,234.100	GHUF	Local	1.000000	38,234 10	1 000000	38,234.10	0.00	0.03
			Base	1 000000	38,234.10	1.000000	38,234.10	0 00	0.03
US DOLLAR Total									
	38,234 100		Local		38,234 10		38,234 10	0.00	0.03
			Base		38,234.10		38,234 10	0.00	0 03
CASH Total									
	39,515 820		Base		40,263.88		40,289.11	25 23	0.03

CASH EQUIVALENT

US DOLLAR — Exchange Rate 1.000000

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
83499Z9R9	SSGA FUNDS SSGA TREASURY FUND					0 0101	01 Dec 2030		
	11,947.190	GHU3	Local	100 000000	11,947.19	100 000000	11,947 19	0 00	0.01
			Base	100 000000	11,947.19	100 000000	11,947 19	0.00	0.01

& Issue has redenominated but Local is not converted
# Issue has not been redenominated but Local is converted

FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
	SSGA FUNDS SSGA TREASURY FUND					0 0350	01 Dec 2030		
	139,242 180	GHUH	Local	100.000000	139,242.18	100 000000	139,242 18	0 00	0.12
			Base	100 000000	139,242 18	100 000000	139,242 18	0 00	0.12
	SSGA FUNDS SSGA TREASURY FUND					0 0350	01 Dec 2030		
	893,828.360	GHU8	Local	100.000000	893,828.36	100 000000	893,828 36	0.00	0.76
			Base	100 000000	893,828 36	100 000000	893,828 36	0 00	0.76
	SSGA FUNDS SSGA TREASURY FUND					0 0350	01 Dec 2030		
	1,694,722 090	GHUF	Local	100 000000	1,694,722 09	100.000000	1,694,722.09	0 00	1.45
			Base	100.000000	1,694,722 09	100 000000	1,694.722 09	0.00	1 45
	SSGA FUNDS SSGA TREASURY FUND					1 0000	01 Dec 2030		
	50,996.950	GHUG	Local	100 000000	50,996.95	100 000000	50,996.95	0.00	0.04
			Base	100 000000	50,996.95	100 000000	50,996 95	0 00	0 04
83499Z9R9 Total									
	2,790,736 770		Local		2,790,736 77		2,790,736.77	0.00	2.39
			Base		2,790,736 77		2,790,736 77	0 00	2 38
US DOLLAR Total									
	2,790,736.770		Local		2,790,736 77		2,790,736.77	0 00	2 39
			Base		2,790,736 77		2,790,736.77	0.00	2.38
CASH EQUIVALENT Total									
	2,790,736.770		Base		2,790,736.77		2,790,736.77	0.00	2 38
EQUITY									
EURO CURRENCY								Exchange Rate	0.725716
FRANCE									
406141903	LVMH MOET HENNESSY LOUIS VUI COMMON STOCK EUR 3								
	239 000	GHUG	Local	128 253138	30,652 50	132.600000	31,691.40	1,038.90	99.24
			Base	167.184351	39,957 06	182.716104	43,669 15	3,712.09	0.04

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FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls		% Curr / % Comp
FRANCE Total										
	239.000		Local		30,652 50		31,691.40	1,038.90		99 24
			Base		39,957 06		43,669.15	3,712.09		0.04
EURO CURRENCY Total										
	239.000		Local		30,652 50		31,691 40	1,038.90		99 24
			Base		39,957 06		43,669.15	3,712.09		0.04
POUND STERLING									Exchange Rate	0.603774
088470000	TESCO PLC COMMON STOCK GBP 05									
	35,000 000	GHUG	Local	7.790035	272,651 22	3 343500	117,022 50	-155,628.72		99 12
			Base	5 116775	179,087.14	5 537668	193,818 38	14,731.24		0 17
POUND STERLING Total										
	35,000 000		Local		272,651 22		117,022 50	-155,628.72		99 12
			Base		179,087.14		193,818.38	14,731.24		0.17
US DOLLAR									Exchange Rate	1.000000
003021714	ABERDEEN EMERGING MARKETS FUND ABERDEEN EMER									
	334,620 842	GHU3	Local	14 644472	4,900,345.62	14 470000	4,841,963 58	-58,382 04		4.14
			Base	14 644472	4,900,345 62	14 470000	4,841,963 58	-58,382.04		4 13
003654100	ABIOMED INC COMMON STOCK USD 01									
	4,136 000	GHUH	Local	21 514778	88,985 12	26.740000	110,596 64	21,611.52		0.09
			Base	21.514778	88,985.12	26.740000	110,596 64	21,611 52		0.09
00508Y102	ACUITY BRANDS INC COMMON STOCK USD 01									
	1,167 000	GHUH	Local	76 589049	89,379.42	109.320000	127,576 44	38,197.02		0.11
			Base	76 589049	89,379.42	109.320000	127,576.44	38,197.02		0.11
00762W107	ADVISORY BOARD CO/THE COMMON STOCK USD 01									
	1,435.000	GHUH	Local	56 140864	80,562.14	63 670000	91,366 45	10,804.31		0.08
			Base	56 140864	80,562.14	63 670000	91,366 45	10,804 31		0.08

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FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
008252108	AFFILIATED MANAGERS GROUP COMMON STOCK USD 01								
	299 000	GHUH	Local	160.163712	47,888 95	216 880000	64,847 12	16,958 17	0.06
			Base	160.163712	47,888 95	216 880000	64,847.12	16,958.17	0.06
01748X102	ALLEGIANT TRAVEL CO COMMON STOCK USD 001								
	1,301.000	GHUH	Local	105 015304	136,624 91	105 440000	137,177 44	552.53	0.12
			Base	105 015304	136,624 91	105 440000	137,177 44	552.53	0 12
037833100	APPLE INC COMMON STOCK NPV								
	660 000	GHUG	Local	396.959894	261,993 53	561.110000	370,332.60	108,339.07	0.32
			Base	396 959894	261,993 53	561 110000	370.332 60	108,339 07	0.32
03799V951	GOLDMAN SACHS VIN FUND V OFFSHORE LP LTD								
	745,743 350	GHUF	Local	1 000000	745,743 35	1 678668	1,251,855 50	506,112 15	1.07
			Base	1.000000	745,743.35	1 678668	1,251,855 50	506,112.15	1.07
04314H600	ARTISAN FDS INC MID CAP FD INSTL SHS								
	97,748.665	GHU2	Local	44 439930	4,343,943 85	49.830000	4,870,815.98	526,872.13	4 16
			Base	44.439930	4,343,943 85	49.830000	4,870,815.98	526,872.13	4.16
057665200	BALCHEM CORP COMMON STOCK USD.0667								
	2,208 000	GHUH	Local	45.176907	99,750 61	58 700000	129,609.60	29,858 99	0.11
			Base	45 176907	99,750 61	58 700000	129,609 60	29,858.99	0 11
063904106	BANK OF THE OZARKS COMMON STOCK USD 01								
	2,467.000	GHUH	Local	43.820482	108,105.13	56 590000	139,607.53	31,502 40	0 12
			Base	43 820482	108,105.13	56 590000	139,607 53	31,502 40	0 12
064058100	BANK OF NEW YORK MELLON CORP COMMON STOCK USD.01								
	7,000 000	GHUG	Local	28 019900	196,139 30	34.940000	244,580 00	48,440.70	0 21
			Base	28 019900	196,139.30	34.940000	244,580.00	48,440 70	0.21
067806109	BARNES GROUP INC COMMON STOCK USD.01								
	3,134 000	GHUH	Local	30.073153	94,249.26	38.310000	120,063 54	25,814.28	0 10

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FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
			Base	30 073153	94,249 26	38 310000	120,063.54	25,814 28	0.10
073685109	BEACON ROOFING SUPPLY INC COMMON STOCK USD 01								
	2,024 000	GHUH	Local	39.881877	80,720.92	40 280000	81,526 72	805 80	0 07
			Base	39 881877	80,720.92	40 280000	81,526 72	805.80	0 07
097793103	BONANZA CREEK ENERGY INC COMMON STOCK USD 001								
	1,878.000	GHUH	Local	36 288813	68,150 39	43.470000	81,636 66	13,486 27	0.07
			Base	36.288813	68,150 39	43 470000	81,636.66	13,486.27	0.07
101388106	BOTTOMLINE TECHNOLOGIES (DE) COMMON STOCK USD 001								
	3,091 000	GHUH	Local	25 786697	79,706 68	36.160000	111,770 56	32,063 88	0.10
			Base	25 786697	79,706 68	36 160000	111,770.56	32,063 88	0 10
138098108	CANTEL MEDICAL CORP COMMON STOCK USD 1								
	4,224 000	GHUH	Local	22 874863	96,623 42	33.910000	143,235 84	46,612.42	0 12
			Base	22.874863	96,623 42	33 910000	143,235 84	46,612 42	0.12
16115Q308	CHART INDUSTRIES INC COMMON STOCK USD.01								
	1,179 000	GHUH	Local	95 800068	112,948.28	95 640000	112,759 56	-188 72	0 10
			Base	95 800068	112,948 28	95 640000	112,759 56	-188 72	0.10
171232101	CHUBB CORP COMMON STOCK USD1								
	1,400.000	GHUG	Local	84.969900	118,957 86	96 630000	135,282.00	16,324.14	0 12
			Base	84 969900	118,957 86	96 630000	135,282 00	16,324 14	0 12
171604101	CHUY S HOLDINGS INC COMMON STOCK USD 01								
	2,400.000	GHUH	Local	38.991275	93,579 06	36 020000	86,448 00	-7,131.06	0 07
			Base	38 991275	93,579 06	36.020000	86,448 00	-7,131 06	0.07
17275R102	CISCO SYSTEMS INC COMMON STOCK USD 001								
	7,350 000	GHUG	Local	24.569901	180,588.77	22 450000	165,007 50	-15,581 27	0.14
			Base	24.569901	180,588.77	22.450000	165,007.50	-15,581 27	0.14
191216100	COCA COLA CO/THE COMMON STOCK USD 25								

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Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
	3,500 000	GHUG	Local	40 349900	141,224.65	41 310000	144,585.00	3,360.35	0.12
			Base	40.349900	141,224 65	41 310000	144,585 00	3,360 35	0.12
192422103	COGNEX CORP COMMON STOCK USD 002								
	2,244 000	GHUH	Local	32 436395	72,787.27	38.180000	85,675 92	12,888 65	0 07
			Base	32 436395	72,787.27	38 180000	85,675 92	12,888.65	0 07
195996996	COLCHESTER GLOBAL BOND FUND								
	89,454 365	GHUD	Local	29 725480	2,659,073.92	31.802707	2,844,890.96	185,817.04	2.43
			Base	29.725480	2,659,073 92	31 802707	2,844,890 96	185,817 04	2 43
206708109	CONCUR TECHNOLOGIES INC COMMON STOCK USD.001								
	1,364 000	GHUH	Local	81.774897	111,540 96	103.180000	140,737 52	29,196.56	0.12
			Base	81.774897	111,540 96	103 180000	140,737.52	29,196.56	0.12
254687106	WALT DISNEY CO/THE COMMON STOCK USD 01								
	1,651.000	GHUG	Local	64 079903	105,795 92	76.400000	126,136 40	20,340.48	0 11
			Base	64 079903	105,795 92	76.400000	126,136 40	20,340.48	0.11
25470F302	DISCOVERY COMMUNICATIONS C COMMON STOCK USD.01								
	2,000 000	GHUG	Local	69 424500	138,849 00	83.860000	167,720 00	28,871.00	0 14
			Base	69.424500	138,849.00	83 860000	167,720.00	28,871.00	0.14
257651109	DONALDSON CO INC COMMON STOCK USD5.								
	2,351.000	GHUH	Local	37.134173	87,302 44	43.460000	102,174 46	14,872.02	0 09
			Base	37 134173	87,302.44	43 460000	102,174 46	14,872 02	0 09
260003108	DOVER CORP COMMON STOCK USD1.								
	1,458 000	GHUG	Local	78 009904	113,738 44	96 540000	140,755 32	27,016 88	0.12
			Base	78.009904	113,738 44	96.540000	140,755 32	27,016 88	0.12
262037104	DRIL QUIP INC COMMON STOCK USD 01								
	979.000	GHUH	Local	90 454658	88,555.11	109 930000	107,621.47	19,066.36	0 09
			Base	90.454658	88,555 11	109 930000	107,621 47	19,066 36	0 09

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Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
278642103	EBAY INC COMMON STOCK USD 001								
	4,097 000	GHUG	Local	51 752167	212,028.63	54.890000	224,884 33	12,855 70	0.19
			Base	51 752167	212,028 63	54.890000	224,884 33	12,855 70	0 19
27875T101	ECHO GLOBAL LOGISTICS INC COMMON STOCK USD.0001								
	4,057 000	GHUH	Local	19 221168	77,980 28	21 480000	87,144.36	9,164 08	0 07
			Base	19 221168	77,980 28	21.480000	87,144.36	9,164.08	0.07
29404K106	ENVESTNET INC COMMON STOCK								
	2,746.000	GHUH	Local	27 237950	74,795 41	40 300000	110,663 80	35,868.39	0 09
			Base	27 237950	74,795.41	40.300000	110,663.80	35,868.39	0.09
30219G108	EXPRESS SCRIPTS HOLDING CO COMMON STOCK USD 01								
	1,900 000	GHUG	Local	61.879800	117,571.62	70 240000	133,456.00	15,884 38	0.11
			Base	61 879800	117,571.62	70.240000	133,456 00	15,884.38	0.11
303075105	FACTSET RESEARCH SYSTEMS INC COMMON STOCK USD.01								
	430 000	GHUH	Local	102 061977	43,886 65	108 580000	46,689.40	2,802.75	0 04
			Base	102.061977	43,886.65	108.580000	46,689.40	2,802.75	0.04
354613101	FRANKLIN RESOURCES INC COMMON STOCK USD 1								
	4,420 000	GHUG	Local	45 770568	202,305 91	57 730000	255,166 60	52,860.69	0.22
			Base	45 770568	202,305.91	57 730000	255,166 60	52,860 69	0 22
371559105	GENESEE + WYOMING INC CL A COMMON STOCK USD 01								
	917 000	GHUH	Local	86 216390	79,060 43	96.050000	88,077 85	9,017.42	0.08
			Base	86.216390	79,060.43	96.050000	88,077.85	9,017.42	0.08
402635304	GULFPORT ENERGY CORP COMMON STOCK USD 01								
	2,027 000	GHUH	Local	47 637134	96,560 47	63 150000	128,005 05	31,444.58	0 11
			Base	47.637134	96,560.47	63 150000	128,005 05	31,444.58	0.11
405024100	HAEMONETICS CORP/MASS COMMON STOCK USD.01								
	1,909.000	GHUH	Local	41.650424	79,510 66	42 130000	80,426.17	915.51	0.07

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FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund	Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
		Base	41 650424	79,510.66	42 130000	80,426 17	915 51	0 07
421906108	HEALTHCARE SERVICES GROUP COMMON STOCK USD.01							
	4,322.000	GHUH Local	24 594597	106,297.85	28.370000	122,615.14	16,317.29	0.10
		Base	24 594597	106,297.85	28 370000	122,615 14	16,317 29	0 10
428567101	HIBBETT SPORTS INC COMMON STOCK USD 01							
	1,906.000	GHUH Local	55.721097	106,204 41	67 210000	128,102 26	21,897.85	0.11
		Base	55 721097	106,204.41	67 210000	128,102 26	21,897.85	0.11
44984A105	IPC THE HOSPITALIST CO COMMON STOCK USD.001							
	1,873 000	GHUH Local	51 801116	97,023 49	59 390000	111,237 47	14,213.98	0 10
		Base	51 801116	97,023.49	59 390000	111,237 47	14,213.98	0.09
45672H104	INFOBLOX INC COMMON STOCK USD.0001							
	1,386.000	GHUH Local	44 223146	61,293 28	33 020000	45,765.72	-15,527.56	0 04
		Base	44 223146	61,293 28	33 020000	45,765.72	-15,527.56	0.04
45841V109	INTERACTIVE INTELLIGENCE GRO COMMON STOCK USD 01							
	2,144.000	GHUH Local	51.846362	111,158 60	67.360000	144,419 84	33,261.24	0.12
		Base	51 846362	111,158 60	67 360000	144,419 84	33,261.24	0.12
45857P400	INTERCONTINENTAL HOTELS ADR ADR							
	6,500 000	GHUG Local	27.515400	178,850 10	33.430000	217,295 00	38,444.90	0 19
		Base	27 515400	178,850 10	33 430000	217,295 00	38,444 90	0 19
466032109	J + J SNACK FOODS CORP COMMON STOCK NPV							
	1,329 000	GHUH Local	76 908397	102,211 26	88 590000	117,736 11	15,524.85	0 10
		Base	76 908397	102,211 26	88.590000	117,736.11	15,524 85	0.10
501889208	LKQ CORP COMMON STOCK USD.01							
	3,062 000	GHUH Local	26.406829	80,857.71	32.900000	100,739 80	19,882 09	0 09
		Base	26.406829	80,857.71	32.900000	100,739 80	19,882 09	0 09
543069207	LONGLEAF PARTNERS SMALL CAP FU LONGLEAF PARTNERS							

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FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
	178,342 000	GHUE	Local	32.870312	5,862,157 27	32.460000	5,788,981 32	-73,175.95	4.95
			Base	32.870312	5,862,157.27	32.460000	5,788,981.32	-73,175.95	4.94
55273E822	MFS INTERNATIONAL VALUE FUND MFS INTL VALUE I								
	70,872.633	GHU3	Local	26 014855	1,843,741 28	35 180000	2,493,299 23	649,557.95	2 13
			Base	26.014855	1,843,741.28	35.180000	2,493,299.23	649,557.95	2.13
55402X105	MWI VETERINARY SUPPLY INC COMMON STOCK USD 01								
	1,024 000	GHUH	Local	123.400195	126,361 80	170 590000	174,684 16	48,322 36	0 15
			Base	123 400195	126,361 80	170 590000	174,684 16	48,322 36	0.15
565991973	MARATHON LDN INTERN + INV TR I								
	206,726 315	GHU3	Local	48.288544	9,982,512.78	57 292086	11,843,781 82	1,861,269.04	10.13
			Base	48.288544	9,982,512.78	57 292086	11,843,781 82	1,861,269 04	10 10
57060D108	MARKETAXESS HOLDINGS INC COMMON STOCK USD 003								
	2,538 000	GHUH	Local	47 821064	121,369 86	66.870000	169,716.06	48,346.20	0 15
			Base	47 821064	121,369 86	66 870000	169,716 06	48,346 20	0.14
571903202	MARRIOTT INTERNATIONAL CL A COMMON STOCK USD 01								
	4,184 000	GHUG	Local	42 948509	179,696 56	49 360000	206,522.24	26,825 68	0.18
			Base	42 948509	179,696 56	49 360000	206,522 24	26,825.68	0 18
573075108	MARTEN TRANSPORT LTD COMMON STOCK USD.01								
	3,534.000	GHUH	Local	15 505846	54,797 66	20 190000	71,351 46	16,553.80	0.06
			Base	15.505846	54,797.66	20 190000	71,351 46	16,553.80	0.06
57636Q104	MASTERCARD INC CLASS A COMMON STOCK USD 0001								
	247 000	GHUG	Local	569.580000	140,686 26	835 460000	206,358 62	65,672.36	0.18
			Base	569 580000	140,686.26	835.460000	206,358.62	65,672.36	0 18
58471A105	MEDIDATA SOLUTIONS INC COMMON STOCK USD 01								
	3,390 000	GHUH	Local	38.290917	129,806 21	60 570000	205,332 30	75,526.09	0.18
			Base	38 290917	129,806 21	60 570000	205,332 30	75,526.09	0.18

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592277925	METROPOLITAN REAL ESTATE LIMITED PARTNERSHIP								
	1,489,256 410	GHUF	Local	1 000000	1,489,256.41	1.944419	2,895,738 46	1,406,482.05	2 48
			Base	1.000000	1,489,256 41	1.944419	2,895,738.46	1,406,482.05	2 47
596278101	MIDDLEBY CORP COMMON STOCK USD 01								
	752.000	GHUH	Local	175 109574	131,682.40	239 970000	180,457.44	48,775.04	0.15
			Base	175 109574	131,682 40	239 970000	180,457 44	48,775.04	0 15
610236101	MONRO MUFFLER BRAKE INC COMMON STOCK USD.01								
	2,373.000	GHUH	Local	48 329469	114,685.83	56 360000	133,742 28	19,056 45	0.11
			Base	48 329469	114,685.83	56.360000	133,742 28	19,056 45	0.11
62914B100	NIC INC COMMON STOCK NPV								
	2,681.000	GHUH	Local	19 082939	51,161 36	24.870000	66,676 47	15,515.11	0.06
			Base	19 082939	51,161.36	24.870000	66,676.47	15,515.11	0.06
631103108	NASDAQ OMX GROUP/THE COMMON STOCK USD 01								
	3,493 000	GHUG	Local	32.549697	113,696 09	39.800000	139,021.40	25,325 31	0.12
			Base	32 549697	113,696 09	39 800000	139,021 40	25,325.31	0 12
640491106	NEOGEN CORP COMMON STOCK USD.16								
	2,740 000	GHUH	Local	39 501471	108,234.03	45 700000	125,218.00	16,983.97	0.11
			Base	39 501471	108,234 03	45 700000	125,218.00	16,983.97	0.11
68389X105	ORACLE CORP COMMON STOCK USD 01								
	9,287.000	GHUG	Local	31 103420	288,857 46	38 260000	355,320 62	66,463.16	0.30
			Base	31 103420	288,857.46	38 260000	355,320.62	66,463.16	0.30
693390866	PIMCO TOTAL RETURN FUND III PIMCO TOTAL RETURN III								
	443,914 553	GHU7	Local	9 494827	4,214,891 81	9.380000	4,163,918 51	-50,973 30	3.56
			Base	9 494827	4,214,891.81	9.380000	4,163,918 51	-50,973.30	3 55
693391104	PIMCO REAL RETURN FUND PIMCO REAL RETURN FUND INST								
	238,197.850	GHU7	Local	10.856328	2,585,953 88	10.970000	2,613,030.41	27,076.53	2.23

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FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund	Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
		Base	10.856328	2,585,953.88	10.970000	2,613,030 41	27,076.53	2.23
69840W108	PANERA BREAD COMPANY CLASS A COMMON STOCK USD							
	503 000	GHUH Local	186 357773	93,737 96	176 690000	88,875 07	-4,862 89	0.08
		Base	186 357773	93,737 96	176 690000	88,875 07	-4,862.89	0 08
699462107	PAREXEL INTERNATIONAL CORP COMMON STOCK USD.01							
	2,899 000	GHUH Local	46 665461	135,283 17	45 180000	130,976 82	-4,306.35	0.11
		Base	46.665461	135,283 17	45.180000	130,976 82	-4,306.35	0 11
701094104	PARKER HANNIFIN CORP COMMON STOCK USD 5							
	818 000	GHUG Local	96 224511	78,711 65	128 640000	105,227 52	26,515 87	0 09
		Base	96 224511	78,711 65	128.640000	105,227 52	26,515.87	0 09
73699B918	PORTFOLIO ADVISORS FUND V(B)							
	2,168,034 000	GHUF Local	1 000000	2,168,034.00	1 475142	3,198,158.01	1,030,124 01	2 73
		Base	1 000000	2,168,034.00	1 475142	3,198,158.01	1,030,124.01	2.73
73799M913	POST TRADITIONAL HIGH YIELD FD LP							
	1,600,000 000	GHU7 Local	1 000000	1,600,000 00	1 059544	1,695,270.40	95,270 40	1.45
		Base	1.000000	1,600,000 00	1 059544	1,695,270.40	95,270 40	1 45
743713109	PROTO LABS INC COMMON STOCK USD 001							
	1,044.000	GHUH Local	70.074148	73,157 41	71 180000	74,311.92	1,154.51	0.06
		Base	70 074148	73,157 41	71 180000	74,311 92	1,154 51	0.06
747525103	QUALCOMM INC COMMON STOCK USD 0001							
	3,087 000	GHUG Local	61 466936	189,748 43	74 250000	229,209 75	39,461.32	0 20
		Base	61 466936	189,748 43	74 250000	229,209 75	39,461.32	0.20
75524B104	RBC BEARINGS INC COMMON STOCK USD 01							
	1,946.000	GHUH Local	52.609959	102,378.98	70.750000	137,679 50	35,300.52	0.12
		Base	52 609959	102,378.98	70.750000	137,679 50	35,300 52	0 12
75689M101	RED ROBIN GOURMET BURGERS COMMON STOCK USD 001							

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Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
	575 000	GHUH	Local	83.175635	47,825.99	73 540000	42,285.50	-5,540 49	0 04
			Base	83.175635	47,825.99	73.540000	42,285 50	-5,540 49	0.04
777779307	ROSETTA RESOURCES INC COMMON STOCK USD 001								
	1,291.000	GHUH	Local	43 246692	55,831 48	48 040000	62,019 64	6,188 16	0 05
			Base	43 246692	55,831 48	48.040000	62,019.64	6,188.16	0.05
78454L100	SM ENERGY CO COMMON STOCK USD.01								
	1,394 000	GHUH	Local	60 413034	84,215.77	83.110000	115,855 34	31,639.57	0.10
			Base	60 413034	84,215 77	83 110000	115,855 34	31,639 57	0 10
80099D931	SSGA S+P 500 TOBACCO FREE CTF CMD9								
	437,870 275	GHU2	Local	22.485261	9,845,627 57	25 226000	11,045,715 56	1,200,087 99	9.44
			Base	22 485261	9,845,627 57	25 226000	11,045,715 56	1,200,087.99	9.42
81725T100	SENSIENT TECHNOLOGIES CORP COMMON STOCK USD.1								
	2,129.000	GHUH	Local	43 080582	91,718.56	48 520000	103,299 08	11,580.52	0 09
			Base	43 080582	91,718.56	48 520000	103,299 08	11,580 52	0.09
827995911	SILVER CREEK LOW VOL STRATEG LVI CLASS S SERIES B								
	129 360	GHU8	Local	99 338513	12,850 43	95 122140	12,305 00	-545.43	0.01
			Base	99 338513	12,850 43	95.122140	12,305.00	-545.43	0 01
82799F950	SILVER CREEK LOW VOL STRATEGIE LVI CL S SER B 0707B								
	589.350	GHU8	Local	99 660643	58,735 00	0 000000	0 00	-58,735 00	0.00
			Base	99 660643	58,735.00	0 000000	0 00	-58,735 00	0 00
82799G933	SILVER CREEK LOW VOL STRATEG LVI CLASS S SERIES B								
	152 360	GHU8	Local	87 578104	13,343.40	118.128117	17,998 00	4,654.60	0.02
			Base	87.578104	13,343 40	118 128117	17,998 00	4,654 60	0 02
82799G941	SILVER CREEK LOW VOL STRATEG LVL CLASS S SERIES B								
	2,372 910	GHU8	Local	95 047431	225,539 00	4.923490	11,683 00	-213,856 00	0 01
			Base	95.047431	225,539.00	4 923490	11,683.00	-213,856.00	0.01

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Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
82799H980	SILVER CREEK LOW VOL STRATEG LVI CLASS S SERIES B								
	1,726 510	GHU8	Local	98.050628	169,285.39	129.030820	222,773.00	53,487.61	0 19
			Base	98 050628	169,285 39	129.030820	222,773 00	53,487 61	0 19
82799K942	SILVER CREEK LOW VOL STRATEG LVI CLASS S SERIES B								
	1,733.410	GHU8	Local	99 339798	172,196.60	71.150000	123,332 12	-48,864 48	0.11
			Base	99 339798	172,196.60	71 150000	123,332.12	-48,864.48	0 11
82799Q972	SILVER CREEK LOW VOL STRATEGIE LVI CLASS S SERIES B								
	949 570	GHU8	Local	101 313689	96,204.44	156.603515	148,706 00	52,501 56	0.13
			Base	101 313689	96,204 44	156 603515	148,706 00	52,501.56	0 13
85590A401	STARWOOD HOTELS + RESORTS COMMON STOCK USD.01								
	3,207 000	GHUG	Local	64 034961	205,360.12	79 450000	254,796.15	49,436.03	0.22
			Base	64 034961	205,360 12	79 450000	254,796 15	49,436.03	0 22
861647501	STONE HARBOR LOCAL MARKET FUND STONE HARBOR LOCAL								
	346,775.305	GHUD	Local	10.705136	3,712,276.84	9.500000	3,294,365.40	-417,911.44	2 82
			Base	10 705136	3,712,276 84	9 500000	3,294,365.40	-417,911.44	2.81
878155100	TEAM INC COMMON STOCK USD.3								
	1,363 000	GHUH	Local	38 628210	52,650.25	42.340000	57,709.42	5,059 17	0.05
			Base	38 628210	52,650 25	42 340000	57,709 42	5,059 17	0 05
878377100	TECHNE CORP COMMON STOCK USD 01								
	1,292.000	GHUH	Local	74.200550	95,867.11	94.670000	122,313 64	26,446.53	0.10
			Base	74 200550	95,867.11	94 670000	122,313 64	26,446.53	0.10
88224Q107	TEXAS CAPITAL BANCSHARES INC COMMON STOCK USD 01								
	2,355 000	GHUH	Local	45 428395	106,983.87	62 200000	146,481 00	39,497 13	0.13
			Base	45.428395	106,983.87	62 200000	146,481 00	39,497.13	0.12
887317303	TIME WARNER INC COMMON STOCK USD 01								
	1,400 000	GHUG	Local	57 548000	80,567 20	69 720000	97,608.00	17,040 80	0.08

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Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund	Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
		Base	57 548000	80,567.20	69.720000	97,608.00	17,040 80	0 08
89469A104	TREEHOUSE FOODS INC COMMON STOCK USD 01							
	1,159.000	GHUH Local	66.678499	77,280.38	68 920000	79,878 28	2,597.90	0.07
		Base	66 678499	77,280 38	68 920000	79,878 28	2,597 90	0 07
902252105	TYLER TECHNOLOGIES INC COMMON STOCK USD.01							
	1,899.000	GHUH Local	69.978320	132,888 83	102 130000	193,944.87	61,056.04	0 17
		Base	69 978320	132,888 83	102.130000	193,944.87	61,056.04	0.17
90384S303	ULTA SALON COSMETICS + FRAGR COMMON STOCK USD.01							
	653 000	GHUH Local	99 837060	65,193 60	96 520000	63,027 56	-2,166 04	0 05
		Base	99 837060	65,193.60	96 520000	63,027 56	-2,166 04	0 05
90385D107	ULTIMATE SOFTWARE GROUP INC COMMON STOCK USD.01							
	1,062 000	GHUH Local	118 445386	125,789 00	153.220000	162,719 64	36,930.64	0.14
		Base	118.445386	125,789 00	153.220000	162,719.64	36,930.64	0.14
904784709	UNILEVER N V NY SHARES NY REG SHRS							
	3,469 000	GHUG Local	39 380626	136,611 39	40 230000	139,557.87	2,946 48	0 12
		Base	39 380626	136,611 39	40.230000	139,557 87	2,946 48	0 12
913017109	UNITED TECHNOLOGIES CORP COMMON STOCK USD1.							
	826 000	GHUG Local	93 579504	77,296 67	113 800000	93,998.80	16,702 13	0 08
		Base	93 579504	77,296 67	113 800000	93,998 80	16,702 13	0 08
913RAH900	LVI CL S SER B 0308							
	2,741 840	GHU8 Local	99 249044	272,125 00	10 877002	29,823 00	-242,302.00	0 03
		Base	99 249044	272,125 00	10 877002	29,823.00	-242,302 00	0 03
915LBX905	CEVIAN CAPITAL II LP							
	40,000.000	GHU3 Local	100 000000	4,000,000.00	113.610000	4,544,400.00	544,400 00	3.89
		Base	100 000000	4,000,000 00	113 610000	4,544,400.00	544,400.00	3.88
921075297	VAN ECK CM COMMODITY INDEX FUN VAN ECK CM							

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FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

View Date: *March 13, 2014*

STATE STREET.

Base Currency: USD - US DOLLAR

Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
	220,495 095	GHUF	Local	7 729870	1,704,398.45	7.670000	1,691,197.38	-13,201.07	1.45
			Base	7.729870	1,704,398.45	7.670000	1,691,197 38	-13,201.07	1 44
921075412	VAN ECK GLOBAL HARD ASSETS FUN VAN ECK GLOBAL HARD								
	37,780 947	GHUF	Local	45 011221	1,700,566 54	49 890000	1,884,891 45	184,324.91	1 61
			Base	45 011221	1,700,566 54	49.890000	1,884,891 45	184,324 91	1.61
921BRG909	NB SECONDARY OPPORTUNITIES FUND III LP								
	108,274 500	GHUF	Local	1 000000	108,274 50	0.954224	103,318.13	-4,956.37	0.09
			Base	1 000000	108,274 50	0 954224	103,318 13	-4,956 37	0.09
922042858	VANGUARD FTSE EMERGING MARKETS VANGUARD FTSE								
	55,312 000	GHU3	Local	40.730800	2,252,902.01	41.140000	2,275,535.68	22,633 67	1.95
			Base	40 730800	2,252,902.01	41 140000	2,275,535 68	22,633 67	1.94
92826C839	VISA INC CLASS A SHARES COMMON STOCK USD.0001								
	650 000	GHUG	Local	183 560000	119,314.00	222 680000	144,742 00	25,428 00	0.12
			Base	183 560000	119,314.00	222.680000	144,742.00	25,428 00	0.12
92849E101	VITAMIN SHOPPE INC COMMON STOCK USD.01								
	1,616 000	GHUH	Local	46 376021	74,943.65	52 010000	84,048 16	9,104.51	0 07
			Base	46 376021	74,943.65	52 010000	84,048 16	9,104.51	0.07
939XVL905	CROWN GLOBAL SECONDARIES II CGSII								
	5,745.334	GHUF	Local	159 284470	915,142 48	259 842857	1,492,884 00	577,741.52	1.28
			Base	159 284470	915,142 48	259 842857	1,492,884 00	577,741 52	1 27
975ERJ902	MONTAUK TRIGUARD FUND V, L.P.								
	451,541.610	GHUF	Local	1 000000	451,541 61	1 419021	640,747 03	189,205.42	0.55
			Base	1.000000	451,541.61	1 419021	640,747 03	189,205.42	0.55
980YVT904	PARK STREET CAP NAT RES RD IV LP								
	1,534,592 100	GHUF	Local	1 000000	1,534,592 10	1.034651	1,587,767.25	53,175.15	1.36
			Base	1.000000	1,534,592.10	1 034651	1,587,767.25	53,175 15	1.35

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Holdings

Composite

As of: *December 31, 2013*

FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

View Date: *March 13, 2014*

STATE STREET.

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Asset ID	Asset Description / Units	Fund	Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
ACI006PZ7	PORTFOLIO ADVISORS PE FD OFFSHORE VI, LP							
	1,779,895 000	GHUF Local	1 000000	1,779,895 00	1 226357	2,182,786 69	402,891 69	1 87
		Base	1 000000	1,779,895 00	1 226357	2,182,786 69	402,891 69	1 86
ACI00DVI3	HOPLITE OFFSHORE FUND LTD MUTUAL FUND							
	17,000.000	GHU8 Local	100.000000	1,700,000 00	104 497316	1,776,454 37	76,454.37	1 52
		Base	100 000000	1,700,000.00	104 497316	1,776,454 37	76,454 37	1.52
ACI00EZQ9	ADDISON CLARK OFFSHORE FD LTD LIMITED PARTNERSHIP							
	1,000,000 000	GHU8 Local	1 000000	1,000,000 00	1 015825	1,015,825 00	15,825 00	0.87
		Base	1 000000	1,000,000 00	1.015825	1,015,825.00	15,825.00	0.87
ACI00FFX3	MASON CAPITAL LTD MUTUAL FUND							
	581 426	GHU8 Local	2,579 863990	1,500,000 00	2,741 919100	1,594,223.05	94,223 05	1 36
		Base	2,579 863990	1,500,000 00	2,741 919100	1,594,223 05	94,223 05	1.36
ACI00L1J6	PINEHUSRT INSTITUTIONAL LTD CLS C1 SER 1							
	4,975 452	GHU8 Local	981 664677	4,884,225.48	1,240 036282	6,169,741.00	1,285,515.52	5 27
		Base	981 664677	4,884,225.48	1,240 036282	6,169,741 00	1,285,515.52	5.26
ACI014OQ2	PARK STREET CAP NAT RES FD V NATURAL RESOURCE FUND							
	695,000 000	GHUF Local	1 000000	695,000.00	0.940847	653,888 67	-41,111 33	0 56
		Base	1 000000	695,000.00	0.940847	653,888 67	-41,111 33	0 56
ACI01BNO2	PORTFOLIO ADVISORS PRIV EQ VII PRIVATE EQUITY FD							
	561,269.000	GHUF Local	1.000000	561,269.00	0 988022	554,546.12	-6,722 88	0 47
		Base	1.000000	561,269.00	0.988022	554,546.12	-6,722.88	0.47
ACI01JE80	AETHER REAL ASSETS II LP LIMITED PARTNERSHIP							
	631,983 000	GHUF Local	1 000000	631,983.00	1.097116	693,358 66	61,375 66	0 59
		Base	1.000000	631,983 00	1.097116	693,358 66	61,375 66	0.59
ACI01YNQ7	LANSDOWNE DEVELOPED MKTS FUND MUTUAL FUND							
	2,492 742	GHU8 Local	501 455827	1,250,000.00	549.970715	1,370,935 10	120,935.10	1 17

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Asset ID	Asset Description / Units	Fund		Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
			Base	501.455827	1,250,000 00	549 970715	1,370,935.10	120,935 10	1.17
ACI05SVJ3	PRISA LP PRISA LP								
	2,587.989	GHUF	Local	994 804128	2,574,542 14	1,086 479282	2,811,796.43	237,254.29	2 40
			Base	994 804128	2,574,542 14	1,086 479282	2,811,796 43	237,254 29	2.40
ACI065JS6	AURORA OFFSHORE FUND LTD CLASS AA SERIES 04/13								
	2,181.773	GHU8	Local	1,589 513501	3,467,957 64	1,665 985517	3,634,802 22	166,844.58	3.11
			Base	1,589.513501	3,467,957.64	1,665 985517	3,634,802.22	166,844.58	3.10
ACI06CSJ1	SANKATY SENIOR LOAN FUND LP LP								
	1,600,000 000	GHU7	Local	1 000000	1,600,000.00	1 030257	1,648,411 20	48,411.20	1.41
			Base	1 000000	1,600,000.00	1 030257	1,648,411.20	48,411.20	1 41
ACI071351	SILVER CREEK LOW VOL STARATEGY LVI CLASS B SERIES								
	8,789 150	GHU8	Local	230.856661	2,029,033.82	195 399327	1,717,393.99	-311,639.83	1 47
			Base	230.856661	2,029,033 82	195.399327	1,717,393 99	-311,639 83	1.47
G3223R108	EVEREST RE GROUP LTD COMMON STOCK USD 01								
	1,400 000	GHUG	Local	128 802300	180,323.22	155 870000	218,218 00	37,894.78	0 19
			Base	128.802300	180,323.22	155.870000	218,218 00	37,894 78	0.19
M22465104	CHECK POINT SOFTWARE TECH COMMON STOCK USD 01								
	1,485.000	GHUG	Local	50 137199	74,453.74	64.520000	95,812.20	21,358.46	0.08
			Base	50 137199	74,453.74	64 520000	95,812 20	21,358.46	0 08
US DOLLAR Total									
	17,402,138.991		Local		102,156,673.86		114,143,560 65	11,986,886 79	97 58
			Base		102,156,673.86		114,143,560 65	11,986,886.79	97.38
EQUITY Total									
	17,437,377.991		Base		102,375,718.06		114,381,048 18	12,005,330.12	97 58

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Base Currency: USD - US DOLLAR

Asset ID	Asset Description	Units	Fund	Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp

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FORM 990-PF, PART II, LINES 10 & 13 INVESTMENTS HELD DETAIL

View Date: March 13, 2014

STATE STREET.

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Asset ID	Asset Description / Units	Fund	Unit Cost	Total Cost	Rate / Unit Price	Maturity Date / Market Value	Unrealized Gn/Ls	% Curr / % Comp
COMPOSITE Total								
	20,267,630 581	Base		105,206,718.71		117,212,074 06	12,005,355 35	100.00

	117,212,074.00	+
Investment proceeds in Transit included above	9,936,261.00	-
Audit FMV Adjustments	254,458.00	+

	107,530,271.00	*

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Healthcare Georgia Foundation, Inc.
FORM 990-PF, PART VIII, INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES & FOUNDATION MANAGERS
December 31, 2013

Name and Address	Title	Average Hours per week	Compensation (Salary,fees, & bonus)	Contributions to Employee Benefit Plans or Deferred Compensation	Taxable & Non Taxable Fringe Benefits	Other
Dee Balwin, PhD, RN, FAAN 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member Human Resources Committee Board Nomination Committee	Quarterly - 6 Hours each Semi Annual 3 Hrs & as need Qrt 2 Hours each & as need	0	0	0	0
Cheryl Christian 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member Hunan Resources Committee	Quarterly - 6 Hours each Semi Annual 3 Hrs & as need	0	0	0	0
Gene Godfrey 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member Board Nomination Committee	Quarterly - 6 Hours each Qrt 2 Hours each & as need	0	0	0	0
Teri Hartman 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member - Treasurer Audit, Finance & Investment Comm.-Chair Executive Committee - Treasurer	Quarterly - 6 Hours each Qrt 4 Hours each & as need Qrt 2 Hours each & as need	0	0	0	0
Anne Hennessy 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member Audit, Finance & Investment Comm	Quarterly - 6 Hours each Qrt. 4 Hours each & as need	0	0	0	0
Pierluigi Mancini, Ph D 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member Board Nomination Committee	Quarterly - 6 Hours each Qrt 2 Hours each & as need	0	0	0	0
Steve Merz 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member Audit, Finance & Investment Comm.	Quarterly - 6 Hours each Qrt. 4 Hours each & as need	0	0	0	0
Robert Nesbit, Jr , MD 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member Board Nomination Committee	Quarterly - 6 Hours each Qrt 2 Hours each & as need	0	0	0	0
Charles T. Stafford, MD, MBA 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member - Secretary Human Resources Committee Executive Committee - Secretary	Quarterly - 6 Hours each Semi Annual 3 Hrs & as need Qrt 2 Hours each & as need	0	0	0	0
Arnold Tenenbaum 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member - Chairman Audit, Finance & Investment Comm. Executive Committee -Chairman Audit, Finance & Investment Comm.	Quarterly - 6 Hours each Qrt 4 Hours each & as need Qrt 2 Hours each & as need Qrt. 4 Hours each & as need				
Lynn Thogersen 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member - Vice Chairman Executive Committee - Vice Chairman Human Resource Committee - Chair	Quarterly - 6 Hours each Qrt 2 Hours each & as need Semi Annual 3 Hrs & as need	0	0	0	0
Diane Z. Weems, MD 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Board Member Nominating Committee - Chairman	Quarterly - 6 Hours each Semi Annual 3 Hrs & as need	0	0	0	
Gary D. Nelson, Ph.D 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	President	50+ Hours	265,000 00	25,734 62	2,132 00	0

Healthcare Georgia Foundation, Inc.
FORM 990-PF, PART VIII, INFORMATION ABOUT HIGHLY PAID EMPLOYEES
December 31, 2013

Name and Address	Title	Average Hours per week	Compensation (Salary,fees & bonus)	Contributions to Employee Benefit Plans or Deferred Compensation	Taxable & Non Taxable Fringe Benefits	Other
Michael J. Sweeney, III 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Chief Financial Officer	40	158,221 38	16,006 28	1,751 00	0
Janette Blackburn 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Director of Operations	40	84,650 14	8,423 77	1,908 89	0
Lisa Medellin 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Senior Program Officer	40	83,483 18	8,244 30	1,290 00	0
Andrea Young-Kellum 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Program Officer	40	76,952 20	7,658 73	1,522 00	0
Raquel Lee-Sin 191 Peachtree St NE Suite 2650 Atlanta, GA 30303	Grants Manager	40	72,233 20	7,202 41	1,804 00	0
			$ 475,540	$ 47,535	$ 8,276	

Healthcare Georgia Foundation, Inc.
FORM 990-PF, PART VIII, INFORMATION ABOUT HIGHLY PAID CONTRACTORS
December 31, 2013

Name and Address	Type of Service	Compensation	Individual, Professional Service Corp, or Association
Avatar Marketing Group 154 Krog St NE Suite 105 Atlanta, GA 30307	Communications and public relations	112,461.05	Corporation
Colonial Consulting 750 Third Avenue 20th Floor New York, NY 10017	Investment consulting	171,756.00	Corporation
Hendrick, Inc 3525 Piedmont Rd NE Eight Piedmont Center STE 300 Atlanta, GA 30305	Architect - office space plan	54,312.40	Corporation
State Street Global Services Speicalized Trust Services 801 Pennsylvania Avenue 5th Floor Kansas City, MO 64105	Investment custodian	87,806.03	Corporation

Healthcare Georgia Foundation, Inc.
PART XV, LINE 3, GRANTS PAID
December 31, 2013

Grantee	Total
Advantage Behavioral Health Systems	$50,000
AID Gwinnett	$50,000
Avatar Communications - Connections 2014	$137,500
Avatar Communications - Connections 2014	$137,500
Avatar Communications - HealthTec DL	$54,000
Bartow Health Access	$50,000
Center for Black Women's Wellness	$50,000
Center for the Visually Impaired	$46,500
Center for Visually Impared	$3,500
Childkind	$50,000
Clayton Center Community Service Board	$50,000
Clayton County Board of Health	$150,000
Cobb Health Futures Foundation	$150,000
College of Coastal Georgia	$10,000
Community Advanced Practice Nurses	$50,000
Community Catalyst, inc.	$5,000
Community Health Care Systems	$50,000
Cook County Family Connections	$150,000
Culture Connect	$41,000
East Georgia Cancer Coalition	$50,000
East Georgia Healthcare Center	$50,000
Emory University (evaluation - Taking Care of You)	$215,000
Emory University- augment grant 1653 - Evaluation	$2,000
Families First	$50,000
Fayette C.A R.E Clinic	$50,000
Feminist Women's Health Center	$50,000
Foothills AHEC - augment grant - HealthTec DL	$12,000
Free Clinic Solutions	$6,500
Friends of Disabled Adults & Children Too (FODAC)	$50,000
Georgia Budget & Policy Institute	$75,000
Georgia Center for Non Profits	$5,000
Georgia Charitable Care Network	$25,000
Georgia College & State University Foundation	$150,000
Georgia Department of Public Health	$3,800
Georgia Health News	$20,000
Georgia Health Sciences University Foundation	$50,000
Georgia Partnership for Telehealth	$25,000
Georgia Perinatal Association	$39,000
Georgia Public Health Association	$15,000
Georgia Public Health Association	$3,000
Georgia State University - Academic Lecture Series	$60,000

Healthcare Georgia Foundation, Inc.
PART XV, LINE 3, GRANTS PAID
December 31, 2013

Grantee	Total
Georgia State University Foundation (Policy)	$150,000
Georgia State University Research Fdn	$8,000
Georgia Watch	$75,000
Georgians for a Healthy Future	$75,000
Good Samaritan Health & Wellness Center, Inc	$50,000
Grady Memorial Hospital	($55,004)
Grantmakers for Effective Organizations	$3,050
Grantmakers in Heatlh	$4,000
Health Education Assessment & Leasdership Inc. (HEAL)	$50,000
ICF Mcro, Inc.	$150,000
Lowndes County Board of Health	$150,000
Magnetic North LLC	$6,000
Magnolia Coastlands AHEC - augment grant - HealthTec DL	$12,000
Mathews & Maxwell, inc	$80,000
Mercy Health Center	$50,000
National Aids Education & Services for Minorities (NAESM)	$50,000
Physicians Care Clinic	$12,500
Porter Novelli	$140,000
Porter Novelli	$175,000
Porter Novelli	$5,300
Primary Care of Southwest Georgia, Inc.	$50,000
SisterLove, Inc.	$50,000
Southeastern Council of Foundations	$7,500
SOWEGA - AHEC	$4,300
SOWEGA AHEC - augment grant - HealthTec DL	$12,000
Sowthwest Public Health District	$150,000
Spring Creek Health Cooperative	$50,000
TechBridge - HealthTec DL	$65,000
The Carter Center	$75,000
The Cobb Healthy Futures Foundation	$50,000
The Hearts & Hands Clinic, Inc.	$50,000
The Schapiro Group	$58,000
Theisen Consulting, LLC	$10,000
Ware County Board of Health	$5,000
YMCA of Coastal Georgia	$150,000
	$4,268,946

Healthcare Georgia Foundation, Inc.
FORM 990-PF, PART XV, Line 3 MATCHING CONTRIBUTIONS DETAIL
January through December 2013

Date	Name	Paid in 2013	Approved in 2013 for Payment in 2014
Public Relations			
Directed / Matching Gifts			
04/17/2013	Center for Black Womens Wellness	5,000.00	
04/25/2013	Create Your Dreams	2,500.00	
05/08/2013	Action Cycling Atlanta, Inc.	250.00	
05/10/2013	Ronald McDonald House Charities Augusta	5,000.00	
06/06/2013	Savannah Early Childhood Foundation	2,000.00	
06/06/2013	Chatham Cty Safety Net Planning Council	3,000.00	
06/26/2013	Georgia Council on Substance Abuse	2,000.00	
06/26/2013	Georgia Parent Support Network	750.00	
06/26/2013	Georgia Mental Health Consumer Network	750.00	
06/26/2013	National Mental Health Assn of GA	1,500.00	
06/26/2013	Horizons Savannah	2,500.00	
06/26/2013	Savannah Jewish Federation	2,500.00	
09/26/2013	Georgia Health News	3,000.00	
09/26/2013	Georgia Mental Health Consumer Network	1,000.00	
09/26/2013	Statewide Independent Living Council	1,000.00	
10/02/2013	Gateway House	500.00	
10/02/2013	Georgia Charitable Care Network	3,000.00	
10/02/2013	Good Shepherd Clinic	1,000.00	
10/02/2013	United Way of Hall County	500.00	
11/13/2013	Advancing Valdosta	5,000.00	
11/13/2013	The Cathedral of St. Phillip	2,000.00	
12/02/2013	Regional Partners Network	900.00	
12/02/2013	BAIN, Inc. Center for Independent Living	900 00	
12/02/2013	Life Liberty & Lotus, Inc.	1,200.00	
12/02/2013	Morehouse School of Medicine	2,000.00	
12/31/2013	The Lovett School	0.00	2,000 00
12/31/2013	American Cancer Society	0.00	1,000.00
Total Directed / Matching Gifts		49,750.00	3,000.00

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization 990PF
(Including Information on Listed Property)
▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 **2013** Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
HEALTHCARE GEORGIA FOUNDATION, INC.	FORM 990-PF PAGE 1	58-2418091

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	30,905.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	30,905.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year:					
43 Amortization of costs that began before your 2013 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	HEALTHCARE GEORGIA FOUNDATION, INC.	58-2418091
	Number, street, and room or suite no. If a P.O. box, see instructions. 191 PEACHTREE STREET, NE, NO. 2650	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30303	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ MICHAEL J. SWEENEY, III, DIR. FIN. 191 PEACHTREE STREET, NE, NO. 2650 - ATLANTA, GA 30303

Telephone No. ▶ (404) 653-0990 Fax No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ____ , and ending ____

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
THE TAXPAYER IS STILL WAITING FOR INFORMATION THAT IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 128,567.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 128,567.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CFO Date ▶ 8/7/14

323842
12-31-13

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868* .

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. HEALTHCARE GEORGIA FOUNDATION, INC.	Enter filer's identifying number Employer identification number (EIN) or 58-2418091
	Number, street, and room or suite no. If a P.O. box, see instructions. 191 PEACHTREE STREET, NE, NO. 2650	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30303	

Enter the Return code for the return that this application is for (file a separate application for each return) [0][4]

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

- The books are in the care of ▶ MICHAEL J. SWEENEY, III, DIR. FIN. 191 PEACHTREE STREET, NE, NO. 2650 - ATLANTA, GA 30303
  Telephone No. ▶ (404) 653-0990 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 128,567.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 128,567.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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