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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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

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OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation THE ROCKDALE FOUNDATION INC		A Employer identification number  58-2668065	
Number and street (or P O box number if mail is not delivered to street address) 916 JOSEPH E LOWERY BLVD NW ROOM/SUITE 4		B Telephone number (see instructions)  (404) 249-0426	
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30318		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 5,551,866	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	48,629	48,629		
	4 Dividends and interest from securities. . . . .	90,822	83,569		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	11,966			
	b Gross sales price for all assets on line 6a 618,693				
	7 Capital gain net income (from Part IV, line 2) . . . .		11,966		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	117	117		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	151,534	144,281		
	13 Compensation of officers, directors, trustees, etc	66,029			
	14 Other employee salaries and wages . . . . .	1,744	1,744		
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .				
	b Accounting fees (attach schedule). . . . .	4,500	3,375		1,125
	c Other professional fees (attach schedule) . . . . .	1,250	937		313
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	3,496	3,496		
	19 Depreciation (attach schedule) and depletion . . . .	5,678	5,678		
	20 Occupancy . . . . .	30,044	6,009		24,035
	21 Travel, conferences, and meetings . . . . .	49,984	9,997		39,987
	22 Printing and publications . . . . .	2,360	471		1,889
	23 Other expenses (attach schedule). . . . .	55,548	41,499		14,049
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	220,633	73,206		81,398
	25 Contributions, gifts, grants paid . . . . .	439,865			439,865
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	660,498	73,206		521,263
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-508,964			
	b <b>Net investment income</b> (if negative, enter -0-)		71,075		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	24,193	25,645	25,645
	2	Savings and temporary cash investments . . . . .	153,801	78,667	78,667
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	4,424,011	5,435,690	5,435,690
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ 12,404 Less accumulated depreciation (attach schedule) ▶ 8,146		4,258	11,864
15	Other assets (describe ▶ _____)	564,010			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,166,015	5,544,260	5,551,866	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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	5,166,015	5,544,260	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	5,166,015	5,544,260	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	5,166,015	5,544,260		

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 5,166,015
2	Enter amount from Part I, line 27a . . . . .	2 -508,964
3	Other increases not included in line 2 (itemize) ▶ _____	3 887,209
4	Add lines 1, 2, and 3 . . . . .	4 5,544,260
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 5,544,260

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	11,966
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	22,944

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	501,208	5,209,085	0 096218
2011	577,802	5,536,716	0 104358
2010	582,984	5,687,130	0 102509
2009	1,181,490	5,776,178	0 204545
2008			

2	Total of line 1, column (d). . . . .	2	0 507630
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 126908
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	5,183,253
5	Multiply line 4 by line 3. . . . .	5	657,796
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	711
7	Add lines 5 and 6. . . . .	7	658,507
8	Enter qualifying distributions from Part XII, line 4. . . . . 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	8	521,263

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>		
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	1,422
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b> Add lines 1 and 2. . . . .	<b>3</b>	1,422
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	1,422
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	1,100
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	700
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	1,800
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	<b>8</b>	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	378
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 378 <b>Refunded</b>	<b>11</b>	

**Part VII-A    Statements Regarding Activities**

<b>1a</b> 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? . . . . .	<b>1a</b>	Yes	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		No
<b>6</b> 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? . . . . .	<b>6</b>	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> GA _____			
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	<b>8b</b>	Yes	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of KATHLEEN M BARKSDALE Telephone no (404) 249-0426 Located at 916 JOSEPH E LOWERY BLVD NW SUITE 4 ATLANTA GA ZIP +4 30318			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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



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	4,828,800
b	Average of monthly cash balances. . . . .	1b	386,386
c	Fair market value of all other assets (see instructions). . . . .	1c	47,000
d	Total (add lines 1a, b, and c). . . . .	1d	5,262,186
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	5,262,186
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	78,933
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,183,253
6	Minimum investment return. Enter 5% of line 5. . . . .	6	259,163

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	259,163
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	1,422
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,422
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	257,741
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	257,741
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	257,741

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	521,263
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	521,263
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	521,263
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				257,741
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .	893,795			
c From 2010. . . . .	300,074			
d From 2011. . . . .	301,762			
e From 2012. . . . .	241,714			
f Total of lines 3a through e. . . . .	1,737,345			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 521,263				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .				
d Applied to 2013 distributable amount. . . . .				257,741
e Remaining amount distributed out of corpus	263,522			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,000,867			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
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. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	2,000,867			
10 Analysis of line 9				
a Excess from 2009. . . .	893,795			
b Excess from 2010. . . .	300,074			
c Excess from 2011. . . .	301,762			
d Excess from 2012. . . .	241,714			
e Excess from 2013. . . .	263,522			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	439,865
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

<b>1</b> 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?			<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of				
<b>(1)</b> Cash.		<b>1a(1)</b>	<b>Yes</b>	
<b>(2)</b> Other assets.		<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions				
<b>(1)</b> Sales of assets to a noncharitable exempt organization.		<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.		<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets.		<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements.		<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees.		<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations.		<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received				

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . ☐ Yes ☒ No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2014-07-24	*****
Signature of officer or trustee	Date	Title

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

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

**Paid  
Preparer  
Use  
Only**

Print/Type preparer's name HOWARD P LEVESQUE	Preparer's Signature	Date 2014-07-24	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00436267
Firm's name	ARNOLD GALLIVAN LEVESQUE PC		Firm's EIN 26-0863073	
Firm's address	2810 PREMIERE PKWY STE 200 DULUTH, GA 30097		Phone no (678) 570-8112	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
ACTAVIS INC	P	2012-11-28	2013-10-01
BNY MELLON EMERGING MKTS	P	2007-02-20	2013-01-25
BNY MELLON INTL FD CL	P	2004-09-29	2013-01-25
BNY MELLON INT FD CL	P	2004-08-13	2013-01-25
BNY MELLON EMERGING MKTS	P	2011-03-31	2013-01-25
BNY MELLOM EMERGING MKTS	P	2004-09-29	2013-01-25
BNY MELLON EMERGING MKTS	P	2004-08-13	2013-01-25
WAL MART STORES	P	2006-06-23	2013-05-01
NIKE INC	P	2006-05-31	2013-05-22
VALE SA SP	P	2008-02-05	2013-05-22
ALLEGION PLC	P	2004-08-13	2013-12-09
TJX COS INC	P	2007-08-07	2013-12-13
OMNICOM GROUP INC	P	2007-03-23	2013-12-13
DANAHER CORP	P	2007-02-20	2013-12-13
VALE SA SP	P	2007-08-07	2013-05-22

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






(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
57,604		34,660	22,944
5,136		10,587	-5,451
64,748		88,960	-24,212
74,911		100,000	-25,089
7,846		9,025	-1,179
41,845		75,000	-33,155
45,173		75,000	-29,827
50,000		50,000	
103,011		32,144	70,867
15,810		30,337	-14,527
27		11	16
30,656		7,068	23,588
69,010		51,905	17,105
36,996		18,684	18,312
15,810		23,346	-7,536




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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			22,944
			-5,451
			-24,212
			-25,089
			-1,179
			-33,155
			-29,827
			70,867
			-14,527
			16
			23,588
			17,105
			18,312
			-7,536


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHLEEN M BARKSDALE  186 THE PRADO NE ATLANTA, GA 303093388	PRESIDENT 1 00	0	0	0
JODY STEPHENSON  916 JOSEPH E LOWERY BLVD SUITE 4 ATLANTA, GA 30318	CFO 24 00	66,029	0	0
WINSOME HAWKINS  916 JOSEPH E LOWERY BLVD SUITE 4 ATLANTA, GA 30318	SECRETARY 1 00	0	0	0
BEVERLY HALL  916 JOSEPH E LOWERY BLVD SUITE 4 ATLANTA, GA 30318	BOARD MEMBER 1 00	0	0	0
JOANNA ADAMS  916 JOSEPH E LOWERY BLVD SUITE 4 ATLANTA, GA 30318	BOARD MEMBER 1 00	0	0	0


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BUCKHEAD CHRISTIAN MINISTRY 2847 PIEDMONT ROAD ATLANTA,GA 30305		501C(3)	EMERGENCY ASSISTANCE TO FAMILIES	500
AFRICA'S CHILDRENS FUND 4470 CHAMBLEE DUNWOODY RD SUITE 440 ATLANTA,GA 30358		501C(3)	ASSIST UNDER-SERVED FAMILIES	2,500
ATLANTA WOMEN'S FOUNDATION 50 HURT PLAZA SUITE 401 ATLANTA,GA 30303		509A(1)	EDUCATIONA AND LEADERSHIP PROGRAMS	2,000
BOYS & GIRLS CLUB CONYERS ROCKDALE 1015 KELLY STREET CONYERS,GA 30012		509A(1)	SUPPORT YOUTH DEVELOP	5,000
BOYS AND GIRLS CLUBS METRO ATL 100 EDGEWOOD AVE NE SUITE 700 ATLANTA,GA 30303		509A(1)	OPERATING SUPPORT FOR YOUTH DEVELOP	40,000
CARE USA P O BOX 7039 MERRIFIELD,VA 22116		509A(1)	SERVE INDIVIDUAL POOREST COUNTRIES	30,000
COLUMBIA THEOLOGICAL SEMINARY P O BOX 520 DECATUR,GA 30031		509A(1)	SUPPORT THEOLOGICAL EDUCATION	500
EDUCATE P O BOX 12302 DENVER,CO 80212		501C(3)	DEVELOP YOUNG LEADER IN AFRICA	15,000
EMORY UNIVERISTY 1762 CLIFTON ROAD SUITE 2400 ATLANTA,GA 30322		509A(1)	INSTITUTE OF HIGHER LEARNING	750
FIRELIGHT FOUNDATION 740 FRONT STREET SUITE 380 SANTA CRUZ,CA 95060		501C(3)	IMPROVE CHILDREN LIVES WITH AIDS	1,000
FOOD BANK OF NORTHEAST GA P O BOX 48857 ATHENS,GA 30604		501C(3)	FEED THE COMMUNITY	10,000
GENESIS SHELTER INC 173 BOULEVARD AVE ATLANTA,GA 30312		509A(1)	EMERGENCY SHELTER FOR FAMLIES	2,000
GCIV 100 EDGEWOOD AVENUE SUITE 1560 ATLANTA,GA 30303		509A(1)	CREATE A VALUABLE INTERNATIONAL OPP	5,000
GEORGIA METH PROJECT 3715 NORTHSIDE PKWY SUITE 1-320 ATLANTA,GA 30327		501C(3)	PREVENTION PROGRAM USE OF METH	5,000
GEORGIA SHAKESPEARE FEST 4484 PEACHTREE RD NE ATLANTA,GA 30319		509A(1)	EDUC PROGRAMS ABOUT PLAYWRIGHTS	2,500
<b>Total . . . . .</b>  <b>3a</b>				439,865

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
GRADT HEALTH FOUNDATION 50 HURT PLAZA ATLANTA,GA 30303		501C(3)	SUPPORT GRADY HEALTH SYSTEM	5,000
HARVEST KEEPERS MINISTRIES LLC 5891 CRESCENT RIDGE CT LITHONIA,GA 30058		501C(3)	AID WITH POVERTY AND HUNGER	500
INTOWN COLLABORATIVE MINISTRIES P O BOX 8808 ATLANTA,GA 31106		501C(3)	SOLUTIONS FOR HOMELESSNESS/HUNGER	2,200
INNOVATIONS FOR POVERTY ACTION 101 WHITNEY AVE NEW HAVEN,CT 06510		501C(3)	PROMOTES EFFECTIVE SOLUTIONS POVERTY	89,590
LIFE MINISTRIES TODAY INC 11285 ELKINS RD SUITE H5-A ROSWELL,GA 30076		501C(3)	HELP PEOPLE FIND FREEDOM IN CHRIST	500
MOUNTAIN WISDOM INC 131 WIND WING WAY ELLIJAY,GA 30536		501C(3)	HELP YOUNG PEOPLE FIND PURPOSE	550
NATIONAL CENTER CIVIL HUMAN RIGHTS 55 IVAN ALLEN JR BLVD SUITE 510 ATLANTA,GA 30308		509A(1)	EMPOWER PEOPLE PRORECT HUMAN RIGHT	37,500
NATIONAL YOUTH AWARENESS FORUM 346E BAI BUREH ROAD CALABA TOWN FREETOWN, WEST AFRICA SL		NGO	WATER/HYGIENE PROJECT SIERRA LEONE	25,700
NYAKA AIDS ORPHAN PROJECT 2970 E LAKE LANSING ROAD EAST LANSING,MI 48823		501C(3)	WORKING WITH UGANDA AIDS ORPHANS	20,000
ODYSSEY INC 1424 WEST PACES FERRY RD ATLANTA,GA 30327		509A(3)	SUMMER EDUCATIONAL PROGRAMS	10,075
OGLETHORPE UNIVERSITY 4484 PEACHTREE ROAD NE ATLANTA,GA 30319		509A(1)	INSTITUTE OF JIGHER LEARNING	7,500
PLANNED PARENTHOOD SOUTHEAST 75 PIEDMONT AVE ATLANTA,GA 30303		501C(3)	EVERY CHILD IS WANTED CHILD	1,350
POLIS INSTITUTE INC 1610 S ORANGE BLOSSOM TR ORLANDO,FL 32805		501C(3)	IMPROVE WELL BEING OF ORLANDO	500
POSSE FOUNDATION INC 101 MARIETTA STREET NW SUITE 100 ATLANTA,GA 30345		509A(1)	PROMOTES HIGH SCHOOL YOUTH LEADERS	10,000
ROCKDALE YOUTH SOCCER ASSOC P O BOX 51 CONYERS,GA 30012		509A(2)	HONESTY LOYALTY TO BE ADULTS	7,500
<b>Total . . . . .</b>  <b>3a</b>				439,865

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PREBSYTERIAN HOMES OF GEORGIA 3675 CRESTWOOD PKWY SUITE 370 DULUTH,GA 30096		501C(3)	PROVIDE SERVICES FOR SENIOR ADULTS	250
SPECIAL OLYMPICS 133 19TH ST NW WASHINGTON,DC 20036		509A(1)	SERVES PEOPLE WITH DISABILITIES	100
TEACH FOR AMERICA 600 WEST PEACHTREE STREET SUITE 450 ATLANTA,GA 30308		509A(1)	ELIMINATE EDUCATIONAL INEQUITY	40,000
THE AFRICAN SOUP P O BOX 920491 NORCROSS,GA 30092		501C(3)	EMPOWER CHILDREN IN UGANDA	10,000
THE ATLANTA OPERA 1575 NORTHSIDE DRIVE NW BLGD 300 SUITE 350 ATLANTA,GA 30318		509A(1)	IN SUPPORT OF ARTS EDUCATION I	1,000
THE COMMUNITY FOUND GREATER ATLANT 50 HURT PARK ATLANTA,GA 30303		501C (3)	CONNECT PEOPLE TO ORGANIZATIONS	7,500
THE NAVIGATORS P O BOX 6000 COLORADO SPRINGS,CO 80934		501C(3)	CHRISTIAN MINISTRY GROW IN CHRIST	500
TREES ATLANTA 96 POPLAR STREET NW ATLANTA,GA 30303		509A(1)	PLANT TREES IN URBAN ATLANTA	300
UNIVERSITY OF COLORADO FOUND 4740 WALNUT STREET BOULDER,CO 80301		509A(1)	INSTITUTE OF HIGHER LEARNING	2,500
UNICEF 1447 PEACHTREE ST ATLANTA,GA 30309		501C(3)	ADVOCATE FOR CHILDREN'S RIGHTS	2,500
WILDERNESS WORKS 644 MEMORIAL DRIVE ATLANTA,GA 30312		501C(3)	EMPOWER/ENRUCH CHILDREN OF ATLANTA	500
WORLD OUTREACH MINISTRIES INC P O BOX B MARIETTA,GA 30061		501C(3)	SERVING MISSIONARIES	500
WOODRUFF ARTS CENTER 1280 PEACHTREE ST ATLANTA,GA 30309		509A(1)	SUPPORT ARTS AND EDUCATION	32,500
YWCA 957 NORTH HIGHLAND NE ATLANTA,GA 30306		501C(3)	SALUTE TO WOMEN ACHIEVEMENT	1,500
<b>Total . . . . .</b>  <b>3a</b>				439,865

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

Depreciation and Amortization  
(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  
THE ROCKDALE FOUNDATION INC

Business or activity to which this form relates  
INDIRECT DEPRECIATION

**Identifying number**  
  
58-2668065

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 (see instructions)	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 (see instructions)	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 ) (See instructions )

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	4,965
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	
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		4,971	7 0	HY	200 DB	713
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 instructions	22	5,678
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? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> 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
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						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

30 Total business/investment miles driven during the year ( <b>do not</b> include commuting miles) . . .	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
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 . . . . .												
34 Was the vehicle available for personal use during off-duty hours? . . . . .	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
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 (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? . . . . .	Yes	No
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 vehicles, and retain the information received? . . . . .		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions ) . . . . .		
<b>Note:</b> 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 (see instructions)					
43 Amortization of costs that began before your 2013 tax year . . . . .				43	
44 <b>Total.</b> Add amounts in column (f) See the instructions for where to report . . . . .				44	

## TY 2013 Accounting Fees Schedule

**Name:** THE ROCKDALE FOUNDATION INC

**EIN:** 58-2668065

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,500	3,375		1,125



**TY 2013 Compensation Explanation****Name:** THE ROCKDALE FOUNDATION INC**EIN:** 58-2668065

Person Name	Explanation
KATHLEEN M BARKSDALE	
JODY STEPHENSON	
WINSOME HAWKINS	
BEVERLY HALL	
JOANNA ADAMS	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE ROCKDALE FOUNDATION INC

EIN: 58-2668065

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
GRANT MANAGEMENT SOFTWARE	2005-07-15	2,468	2,468	S/L	3 0000				
DESK	2013-01-02	1,113		200DB	7 0000	636	636		
CHAIRS	2013-02-26	243		200DB	7 0000	139	139		
BOARD ROMM TABLE	2013-02-26	1,079		200DB	7 0000	617	617		
BOARD ROOM CHAIRS	2013-02-26	2,073		200DB	7 0000	1,184	1,184		
RUG	2013-02-26	1,708		200DB	7 0000	976	976		
OFFICE CHAIRS	2013-02-26	1,603		200DB	7 0000	916	916		
OFFICE DECOR	2013-05-01	795		200DB	7 0000	454	454		
LAMPS	2013-05-21	532		200DB	7 0000	304	304		
FLOOR LAMP	2013-05-21	183		200DB	7 0000	105	105		
LAMP AND RUG	2013-05-21	607		200DB	7 0000	347	347		

**TY 2013 Investments Corporate  
Stock Schedule****Name:** THE ROCKDALE FOUNDATION INC**EIN:** 58-2668065

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MELLON SECURITIES	5,435,690	5,435,690

# TY 2013 Land, Etc. Schedule

**Name:** THE ROCKDALE FOUNDATION INC

**EIN:** 58-2668065

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & FIXTURES	9,935	5,677	4,258	9,395
SOFTWARE	2,469	2,469		2,469

## TY 2013 Other Assets Schedule

**Name:** THE ROCKDALE FOUNDATION INC

**EIN:** 58-2668065

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CALVERT ACCRUED INTEREST RECEIVABLE	64,010		
CALVERT SOCIAL INVESTMENT	500,000		

## TY 2013 Other Expenses Schedule

**Name:** THE ROCKDALE FOUNDATION INC

**EIN:** 58-2668065

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK SERVICE FEES	1,998	420		1,578
BOARD OF DIRECTORS	193	96		97
EMPLOYEE MEALS	781	156		625
EQUIPMENT PURCHASE	174	87		87
INFORMATION TECHNOLOGY FEES	2,816	563		2,253
INSURANCE	1,132	566		566
INVESTMENT EXPENSES	34,882	34,882		
KITCHEN SUPPLIES	528	264		264
MEMBERSHIP DUES	1,632	26		1,606
MISC OFFICE EXPENSE	5,380	2,690		2,690
NETWORK AND VISIBILITY	97	48		49
OFFICE SUPPLIES	985	492		493
ORGANIZATIONAL REGISTRATION	30	30		
POSTAGE & DELIVERY	475	95		380
STAFF DEVELOPMENT	530	265		265
TELEPHONE AND INTERNET	3,795	759		3,036
WEBSITE	120	60		60

TY 2013 Other Income Schedule

**Name:** THE ROCKDALE FOUNDATION INC

**EIN:** 58-2668065

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER REVENUE	117	117	

## TY 2013 Other Increases Schedule

**Name:** THE ROCKDALE FOUNDATION INC

**EIN:** 58-2668065

Description	Amount
UNREALIZED GAINS/LOSSES	887,209



**TY 2013 Other Professional Fees Schedule****Name:** THE ROCKDALE FOUNDATION INC**EIN:** 58-2668065

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARKETING	750	562		188
PROFESSIONAL FEES	500	375		125

# TY 2013 Taxes Schedule

**Name:** THE ROCKDALE FOUNDATION INC

**EIN:** 58-2668065

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER TAXES	3,496	3,496		