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: Lettie Pate Evans Foundation, Inc.

A Employer identification number: 58-6004644

Number and street (or P O box number if mail is not delivered to street address): 191 Peachtree Street NE — Room/suite: 3540

B Telephone number: 404-522-6755

City or town, state or province, country, and ZIP or foreign postal code: Atlanta, GA 30303-1799

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 420634844.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18435.	18435.		Statement 1
	4 Dividends and interest from securities	11465231.	11465231.		Statement 2
	5a Gross rents	42000.	42000.		Statement 3
	b Net rental income or (loss) 39900.				Statement 4
	6a Net gain or (loss) from sale of assets not on line 10	17027.			
	b Gross sales price for all assets on line 6a 1788880.				
	7 Capital gain net income (from Part IV, line 2)		17027.		
	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				
	12 Total. Add lines 1 through 11	11542693.	11542693.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	68127.	27468.		40659.
	14 Other employee salaries and wages	24113.	9217.		14896.
	15 Pension plans, employee benefits	18931.	6437.		12494.
	16a Legal fees Stmt 5	141.	48.		93.
	b Accounting fees Stmt 6	3018.	1026.		1992.
	c Other professional fees Stmt 7	27860.	27406.		454.
	17 Interest				
	18 Taxes Stmt 8	230000.	0.		0.
	19 Depreciation and depletion	2171.	738.		
	20 Occupancy	4772.	1622.		3150.
	21 Travel, conferences, and meetings	1727.	587.		1140.
	22 Printing and publications	109.	37.		72.
	23 Other expenses Stmt 9	7053.	2698.		4355.
	24 Total operating and administrative expenses. Add lines 13 through 23	388022.	77284.		79305.
	25 Contributions, gifts, grants paid	13120000.			13120000.
	26 Total expenses and disbursements. Add lines 24 and 25	13508022.	77284.		13199305.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1965329.			
	b Net investment income (if negative, enter -0-)		11465409.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4416.	6414.	6414.
	2 Savings and temporary cash investments	7685645.	5766420.	5767077.
	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 Stmt 10	9949841.	10366743.	10707218.
	b Investments - corporate stock Stmt 11	5119516.	5119516.	392008681.
	c Investments - corporate bonds Stmt 12	11037231.	10572490.	11230526.
	11 Investments - land, buildings, and equipment basis ▶ 139848.			
	Less accumulated depreciation ▶	139848.	139848.	883333.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 17891.			
	Less accumulated depreciation ▶ 5253.	14809.	12638.	12638.
	15 Other assets (describe ▶ Statement 13)	12215.	14123.	18957.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	33963521.	31998192.	420634844.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 14)	1990.	1990.	
	23 Total liabilities (add lines 17 through 22)	1990.	1990.	
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	33961531.	31996202.	
	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	33961531.	31996202.	
	31 Total liabilities and net assets/fund balances	33963521.	31998192.	

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	33961531.
2 Enter amount from Part I, line 27a	2	-1965329.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	31996202.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31996202.

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	FNMA 3.4%	P	07/28/10	01/28/13
b	MERCK & CO 4.375%	P	10/17/05	02/15/13
c	CAMPBELL SOUP 3.05%	P	07/13/10	04/18/13
d	FNMA 4.375%	P	07/15/03	07/17/13
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	575000.		593112.	-18112.
b	500000.		476855.	23145.
c	213880.		201886.	11994.
d	500000.		500000.	0.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-18112.
b				23145.
c				11994.
d				0.
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 17027.

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			
2011			
2010			
2009			
2008			

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

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	229308.
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	229308.
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	229308.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 230000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	230000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	692.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 692. **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)*

			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 ▶ www.lpevans.org

14 The books are in care of ▶ Erik S. Johnson, Secretary Telephone no. ▶ 404-522-6755

Located at ▶ 191 Peachtree Street NE, Suite 3540, Atlanta, GA ZIP+4 ▶ 30303-2951

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

			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.

			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)*

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b *If any answer is "Yes" to 5a(1)-(5), did* **any** *of the transactions fail to qualify under the exceptions described in Regulations* section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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
Trustees- see attached detail listing	Trustees 6.50	33125.	465.	0.
Officers- see attached detail listing	Officers 9.00	35002.	25607.	187.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

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	402796514.
b	Average of monthly cash balances		1b	7192.
c	Fair market value of all other assets		1c	905301.
d	**Total** (add lines 1a, b, and c)		1d	403709007.
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	403709007.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	6055635.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	397653372.
6	**Minimum investment return.** Enter 5% of line 5		6	19882669.

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	19882669.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 229308.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	229308.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	19653361.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	19653361.
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	19653361.

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	13199305.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	13199305.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	13199305.

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				19653361.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
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 ▶$ 13199305.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				13199305.
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				6454056.
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:

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

c Any submission deadlines:

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				13120000.
Total			▶ 3a	13120000.
b Approved for future payment SEE ATTACHED SCHEDULE				1150000.
Total			▶ 3b	1150000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	18435.	
4 Dividends and interest from securities			14	11465231.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	39900.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	17027.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		11540593.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 11540593.

(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] May 12, 2014 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
CASH EQUIVALENTS	18435.
Total to Form 990-PF, Part I, line 3, Column A	18435.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS	10641542.	0.	10641542.
INTEREST - LONG-TERM	823689.	0.	823689.
Total to Fm 990-PF, Part I, ln 4	11465231.	0.	11465231.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
PEACHTREE CENTER LAND, ATLANTA	1	42000.
Total to Form 990-PF, Part I, line 5a		42000.

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
NEWMARK GRUBB KNIGHT FRANK		2100.	
- SubTotal -	1		2100.
Total rental expenses			2100.
Net rental Income to Form 990-PF, Part I, line 5b			39900.

Form 990-PF | Legal Fees | Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAYLOR ENGLISH DUMA LLP	141.	48.		93.
To Fm 990-PF, Pg 1, ln 16a	141.	48.		93.

Form 990-PF | Accounting Fees | Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DELOITTE	2479.	843.		1636.
WINDHAM BRANNON	539.	183.		356.
To Form 990-PF, Pg 1, ln 16b	3018.	1026.		1992.

Form 990-PF | Other Professional Fees | Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SUNTRUST BANK TRUST FEE UNIT	25049.	25049.		0.
SUNTRUST BANK	23.	23.		0.
BENEFIT ALTERNATIVES INC	42.	14.		28.
FIDUCIARYVEST	646.	220.		426.
NEWMARK GRUBB KNIGHT FRANK	2100.	2100.		0.
To Form 990-PF, Pg 1, ln 16c	27860.	27406.		454.

Form 990-PF	Taxes	Statement 8

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	230000.	0.		0.
To Form 990-PF, Pg 1, ln 18	230000.	0.		0.

Form 990-PF	Other Expenses	Statement 9

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER	3290.	1119.		2171.
OFFICE INSURANCE	1004.	341.		663.
OFFICE EQUIPMENT	439.	149.		290.
SUPPLIES	348.	118.		230.
ORGANIZATION DUES	1172.	700.		472.
POSTAGE	181.	62.		119.
REPAIRS/MAINTENANCE	286.	97.		189.
TELEPHONE	227.	76.		151.
MISCELLANEOUS	106.	36.		70.
To Form 990-PF, Pg 1, ln 23	7053.	2698.		4355.

Form 990-PF	U.S. and State/City Government Obligations	Statement 10

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
VARIOUS- SEE ATTACHED DETAIL	X		10366743.	10707218.
Total U.S. Government Obligations			10366743.	10707218.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			10366743.	10707218.

Form 990-PF	Corporate Stock	Statement 11

Description	Book Value	Fair Market Value
VARIOUS- SEE ATTACHED DETAIL	5119516.	392008681.
Total to Form 990-PF, Part II, line 10b	5119516.	392008681.

Form 990-PF	Corporate Bonds	Statement 12

Description	Book Value	Fair Market Value
VARIOUS- SEE ATTACHED DETAIL	10572490.	11230526.
Total to Form 990-PF, Part II, line 10c	10572490.	11230526.

Form 990-PF	Other Assets	Statement 13

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
457(b) PLAN	10852.	12852.	17686.
BENEFIT PLANS	1363.	1271.	1271.
To Form 990-PF, Part II, line 15	12215.	14123.	18957.

Form 990-PF	Other Liabilities	Statement 14

Description	BOY Amount	EOY Amount
457(b) PLAN	1983.	1983.
BENEFIT PLAN	7.	7.
Total to Form 990-PF, Part II, line 22	1990.	1990.

LETTIE PATE EVANS FOUNDATION, INC. - #58-6004644

Form 990-PF, Year 2013, Part I, Line 25 and Part XV, Line 3a

GRANTS PAID IN 2013

Recipient	Foundation Status	Purpose of Grants	Amount
CULTURAL ACTIVITIES			
Atlanta Contemporary Art Center 535 Means Street, N W Atlanta, GA 30318	PC	Renovation of Means Street facility.	$120,000
The Community Foundation for Greater Atlanta, Inc The Hurt Building Suite 449 Atlanta, GA 30303	PC	Completion of campaign to secure the Balzer Theater at Herren's as a permanent home for Theatrical Outfit and to make it available to other Atlanta performing arts groups Contingent on satisfaction of debt and transfer of title to Community Foundation	$500,000
The Georgia Trust 1516 Peachtree Street, NW Atlanta, GA 30309-2916	PC	Rehabilitation of Rhodes Hall	$700,000
		TOTAL CULTURAL ACTIVITIES	$1,320,000
EDUCATION			
Brenau University 500 Washington Street, NE Gainesville, GA 30501	PC	Technology enhancements connected with the University's new Downtown Center campus in Gainesville	$1,500,000
Coca-Cola Scholars Foundation P O Box 442 Atlanta, GA 30301-0442	PC	Two-Year College Scholars Program	$1,300,000
Marist School 3790 Ashford-Dunwoody Road, NE Atlanta, GA 30319-1899	PC	Construction of new academic building incorporating Kuhrt Gymnasium Payable when sufficient funds have been secured to complete the project and a construction contract has been let	$2,000,000
Oglethorpe University 4484 Peachtree Road, NE Atlanta, GA 30319-2797	PC	Construction of a new Campus Center as part of a $45 million comprehensive campaign Payable when sufficient funds have been secured to complete the project and a construction contract has been let	$2,000,000
Rabun Gap-Nacoochee School 339 Nacoochee Drive Rabun Gap, GA 30568	PC	Construction of a new middle school as part of a $10 million campaign Payable over two years when gifts and pledges of $7 million have been committed for the project and a construction contract is let	$1,000,000
		TOTAL EDUCATION	$7,800,000
HEALTH			
Children's Healthcare of Atlanta 1584 Tullie Circle, NE Atlanta, GA 30329-2303	PC	Pediatric medical residency program conducted with the Emory University School of Medicine	$4,000,000
		TOTAL HEALTH	$4,000,000
		TOTAL GRANTS	$13,120,000

Foundation status of recipient PC Public charity described in 509(a)(1) or (2)

LETTIE PATE EVANS FOUNDATION, INC. - #58-6004644

Form 990-PF, Year 2013, Part I, Line 19a and Part II, Line 14

Asset Description	In service	Life	Cost	2013 Depreciation Expense	12/31/13 Accumulated Depreciation	12/31/13 Net Book Value
Asset Class- 5-Year Property (Computers)						
AV Equipment	7/1/11	5	**567.06**	113 40	283 50	283.56
AV for sitting room	3/1/12	5	**124.22**	24 84	45 54	78 68
AV for sitting room	3/1/12	5	**42.44**	8 52	15 62	26 82
Class totals			**733.72**	**146.76**	**344.66**	**389 06**
Class Accumulated Expense						
Asset Class- 7-Year Property (Furniture, Telephones, Copiers)						
Board Table	7/1/11	7	**1,260.79**	180 12	450 30	810 49
Card Access	7/1/11	7	**158 63**	22 68	56 70	101 93
Card Access	7/1/11	7	**70.29**	10 08	25 20	45 09
Chairs	7/1/11	7	**1,758.64**	251 28	628 20	1,130 44
Credenza	7/1/11	7	**47.84**	6 84	17 10	30 74
Desk Chairs	7/1/11	7	**196.47**	28 08	70 20	126 27
Desks and Credenzas	7/1/11	7	**3,770.24**	538 56	1,346 40	2,423 84
File Cabinets	7/1/11	7	**1,168.56**	166 92	417 30	751 26
File Cabinets	7/1/11	7	**6.79**	0 96	2 40	4 39
Furniture Installation	7/1/11	7	**15.08**	2 16	5 40	9 68
Furniture Installation	7/1/11	7	**6 79**	0 96	2 40	4 39
Furniture Installation	7/1/11	7	**81 43**	11 64	29 10	52 33
Furniture Installation	7/1/11	7	**380.86**	54 36	135 90	244 96
Guest Chairs	7/1/11	7	**173.72**	24 84	62 10	111 62
Rug	7/1/11	7	**339.90**	48 60	121 50	218 40
Rugs	7/1/11	7	**565 50**	80 76	201 90	363 60
Sitting Room Table	7/1/11	7	**75.52**	10 80	27 00	48 52
Breakroom tables	10/1/11	7	**47.50**	6 84	15 39	32 11
Drapery	10/1/11	7	**186.73**	26 64	59 94	126 79
Rug	10/1/11	7	**162 86**	23 28	52 38	110 48
Art- Photography	10/1/11	7	**197.38**	28 20	63 45	133 93
Art- Photography	10/1/11	7	**55 18**	7 92	17 82	37 36
Credenza and Installation	11/1/11	7	**103 08**	14 76	31 98	71 10
President's Desk	12/11/11	7	**301.60**	43 08	89 75	211 85
Leather Chair	3/1/12	7	**62 62**	9 00	16 50	46 12
Sitting room artwork	4/1/12	7	**241.20**	34 44	60 27	180 93
Art- Photography	8/1/12	7	**123.32**	17 64	24 99	98 33
Class totals			**11,558.52**	**1,651.44**	**4,031.57**	**7,526.95**
Class Accumulated Expense						
Asset Class- 15-Year Leasehold Improvements						
Leasehold Improvements	7/1/11	15	**4,272 32**	284 88	712 20	3,560 12
Construction Admin	7/1/11	15	**81.73**	5 40	13 50	68 23
Media and display casework	3/1/12	15	**555.66**	37 08	67 98	487 68
Media and display casework	3/1/12	15	**543.87**	36 24	66 44	477 43
Electrical for sitting rm	3/1/12	15	**86 90**	5 76	10 56	76 34
Film to offices	6/1/12	15	**58.30**	3 84	6 08	52 22
Class totals			**5,598.78**	**373.20**	**876.76**	**4,722.02**
Class Accumulated Expense						
GRAND TOTAL			**17,891.02**	**2,171.40**	**5,252.99**	**12,638.03**

Lettie Pate Evans Foundation, Inc.
Form 990-PF, Year 2013, Page 2, Part II, Lines 2 and 10 a,b,c
STATEMENTS 10, 11, 12
Portfolio Summary
December 31, 2013

Security Type		Book Value		Fair Market Value
Cash Investments	$	5,766,420		5,767,077
Government Obligations				
Government Bonds		6,036,786		6,428,719
G N M A		1,932,995		1,912,376
F N M A		1,262,222		1,209,169
F H L M C		358,825		369,600
C M O	(a)	775,915		787,355
STATEMENT 10 TOTAL		10,366,743		10,707,218
Corporate Bonds				
Corporate Bonds		7,748,490		8,519,545
A B S	(b)	2,824,000		2,710,980
STATEMENT 12 TOTAL		10,572,490		11,230,526
Total Fixed Income		20,939,232		21,937,744
Corporate Stock				
The Coca-Cola Company		783,579		372,261,925
Diversified Equities		4,335,937		19,746,756
STATEMENT 11 TOTAL		5,119,516		392,008,681
Total Portfolio	$	31,825,170	$	419,713,501

C M O / A B S Total	(a)	775,915	787,355
	(b)	2,824,000	2,710,980
		3,599,915	3,498,335

LETTIE PATE EVANS FOUNDATION, INC. - #58-6004644

Form 990-PF, Year 2013, Page 2, Part II, Lines 2 and 10 a,b,c

Statements 10, 11, 12

PORTFOLIO APPRAISAL - SETTLED TRADES

December 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets
COMMERCIAL PAPER						
4,280,968	Kinder Morgan Energy 0 230% Due 01-06-14	99.99	4,280,394	100 00	4,280,804	1 0
865,291	LOCAP 0 300% Due 01-07-14	99 97	865,060	99 99	865,240	0 2
475,114	MDU Resources Group 0.250% Due 01-13-14	99.98	475,005	99 99	475,071	0 1
			5,620,459		5,621,116	1 3
MONEY MARKET						
	SunTrust Money Market		145,961		145,961	0 0
GOVERNMENT BONDS						
2014 Maturities						
1,000,000	FEDERAL HOME LOAN BANK 4 750% Due 12-12-14	100 74	1,007,400	104 23	1,042,289	0.2
2015 Maturities						
500,000	UNITED STATES TREAS NTS 4 500% Due 11-15-15	97 33	486,641	107 73	538,653	0 1
2016 Maturities						
1,000,000	UNITED STATES TREAS NTS 1 750% Due 05-31-16	100 23	1,002,344	102.90	1,028,984	0.2
2017 Maturities						
1,500,000	FEDERAL FARM CREDIT BANK 5 400% Due 06-08-17	99 09	1,486,313	114 62	1,719,230	0 4
2018 Maturities						
500,000	TENNESSEE VALLEY AUTHORITY 1.750% Due 10-15-18	100 19	500,955	99 38	496,894	0.1
2020 Maturities						
1,000,000	UNITED STATES TREAS NTS 3 500% Due 05-15-20	105.02	1,050,234	107.88	1,078,828	0 3

LETTIE PATE EVANS FOUNDATION, INC. - #58-6004644

Form 990-PF, Year 2013, Page 2, Part II, Lines 2 and 10 a,b,c

Statements 10, 11, 12

PORTFOLIO APPRAISAL - SETTLED TRADES

December 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets
500,000	FEDERAL HOME LN BKS 3 375% Due 06-12-20	100 58	502,900	104.77	523,843	0 1
			1,553,134		1,602,671	0 4
			6,036,786		6,428,719	1 5
CORPORATE BONDS						
2014 Maturities						
200,000	GENERAL ELECTRIC CAPITAL 3 750% Due 11-14-14	103 87	207,742	102 99	205,984	0 0
2015 Maturities						
400,000	E I DUPONT DE NEMOURS 4 750% Due 03-15-15	98.37	393,472	104 87	419,500	0 1
200,000	SHELL INTERNATIONAL FINANCE 3.100% Due 06-28-15	102.07	204,148	103 78	207,557	0 0
1,000,000	JP MORGAN CHASE & CO 5 150% Due 10-01-15	96 24	962,380	106 88	1,068,799	0 3
250,000	DIAGEO FINANCE BV 5 300% Due 10-28-15	111 39	278,468	108 26	270,639	0 1
			1,838,468		1,966,494	0.5
2016 Maturities						
250,000	BB&T 3 950% Due 04-29-16	101.38	253,443	106 46	266,144	0.1
1,000,000	KELLOGG 4 450% Due 05-30-16	100 94	1,009,430	107 88	1,078,787	0 3
			1,262,873		1,344,931	0 3
2017 Maturities						
1,000,000	TARGET CORP 5.375% Due 05-01-17	98 18	981,830	112 41	1,124,052	0 3
1,250,000	SUNTRUST BANKS INC 6 000% Due 09-11-17	101.28	1,266,038	113.25	1,415,655	0 3
			2,247,868		2,539,707	0.6

LETTIE PATE EVANS FOUNDATION, INC. - #58-6004644

Form 990-PF, Year 2013, Page 2, Part II, Lines 2 and 10 a,b,c

Statements 10, 11, 12

PORTFOLIO APPRAISAL - SETTLED TRADES

December 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets
2018 Maturities						
300,000	NATIONAL RURAL UTILITIES 5 450% Due 02-01-18	98.97	296,916	112 79	338,371	0.1
300,000	HEWLETT-PACKARD 5 500% Due 03-01-18	99 85	299,535	111.21	333,639	0 1
300,000	ORACLE CORP 5 750% Due 04-15-18	100 95	302,862	115 56	346,670	0.1
475,000	CONOCOPHILLIPS 5.200% Due 05-15-18	101 06	480,011	112 84	535,991	0.1
300,000	GLAXOSMITHKLINE 5 650% Due 05-15-18	100 63	301,881	115 11	345,342	0 1
			1,681,205		1,900,013	0 5
2019 Maturities						
500,000	CISCO SYSTEMS 4 950% Due 02-15-19	102 07	510,335	112.48	562,416	0.1
			7,748,490		8,519,545	2.0
G N M A						
G N M A						
918,590	G N M A POOL #779081 3 000% Due 04-15-27	103.84	953,899	102 70	943,356	0.2
942,572	G N M A POOL #MA0073 3 000% Due 05-20-27	103.87	979,096	102 81	969,020	0.2
			1,932,995		1,912,376	0.5
			1,932,995		1,912,376	0.5
F N M A						
F N M A						
10,355	F N M A POOL #626000 5 500% Due 02-01-17	100 67	10,425	106 58	11,036	0.0
952,330	F N M A POOL #471739 2 930% Due 06-01-22	105 45	1,004,262	98 05	933,788	0 2

PORTFOLIO APPRAISAL - SETTLED TRADES

December 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets
84,986	F N M A POOL #255808 5 000% Due 07-01-25	100 63	85,517	108 52	92,227	0.0
109,795	F N M A POOL #725027 5 000% Due 11-01-33	103 03	113,123	108 94	119,610	0 0
48,352	F N M A POOL #773717 5.000% Due 04-01-34	101.13	48,896	108 59	52,507	0 0
			1,262,222		1,209,169	0 3
			1,262,222		1,209,169	0 3
F H L M C						
F H L M C						
71,275	F H L M C POOL #E01418 4 000% Due 07-01-18	100 53	71,654	105 73	75,360	0 0
69,262	F H L M C POOL #B13421 4 000% Due 04-01-19	99 89	69,186	105 75	73,242	0 0
209,099	F H L M C POOL #J15449 4 000% Due 05-01-26	104 25	217,985	105 69	220,998	0.1
			358,825		369,600	0 1
			358,825		369,600	0 1
C M O / A B S						
C M O / A B S						
122,737	S B A P 2007-20K 1 5 510% Due 11-01-27	99 44	122,047	109 68	134,622	0 0
500,000	C M O G N M A 2010-164 BD 3.500% Due 09-20-37	98 00	490,000	98.40	491,995	0 1
500,000	C M B S C S F B 2004-C5 A4 var 4 829% Due 11-15-37	107 25	536,250	102 22	511,090	0.1
38,446	C M O F N M A 2010-56 MG 4.500% Due 01-25-38	104 50	40,176	100 53	38,650	0 0

PORTFOLIO APPRAISAL - SETTLED TRADES

December 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets
116,829	C M O F N M A 2010-57 AP 4.500% Due 08-25-39	105 87	123,692	104 50	122,088	0 0
200,000	C M B S J P M C 2005-LDP2 A4 4 738% Due 07-15-42	107 00	214,000	104.18	208,350	0 0
1,000,000	C M B S J P M C C 2012-C6 A3 3 507% Due 05-17-45	104.38	1,043,750	99.42	994,230	0 2
1,000,000	C M B S J P M C C 2012-C8 A2 1 797% Due 10-15-45	103 00	1,030,000	99 73	997,310	0 2
			3,599,915		3,498,335	0 8
			3,599,915		3,498,335	0 8
THE COCA-COLA COMPANY						
9,011,424	THE COCA-COLA COMPANY	0 09	783,579	41 31	372,261,925	88 7
COMMON STOCK						
4,800	3M	11 29	54,188	140.25	673,200	0 2
17,185	AGL RESOURCES INC	35 64	612,424	47 23	811,648	0 2
11,400	ALCOA	17 04	194,261	10.63	121,182	0 0
13,000	ANALOG DEVICES	29.31	381,037	50 93	662,090	0 2
7,950	AT&T INC	7 26	57,725	35 16	279,522	0 1
3,691	DU PONT DE NEMOURS & CO	53.51	197,523	64 97	239,804	0.1
9,600	EXXON	7 54	72,420	101 20	971,520	0 2
960	FRONTIER COMMUNICATIONS	4 06	3,894	4 65	4,464	0.0
24,000	GENERAL ELECTRIC	2.33	55,802	28.03	672,720	0 2
9,900	INTERNATIONAL BUSINESS MACHINES	107.29	1,062,173	187 57	1,856,943	0.4
14,400	JOHNSON & JOHNSON	3 32	47,862	91.59	1,318,896	0 3
10,000	KIMBERLY-CLARK	13 89	138,927	104.46	1,044,600	0.2
19,649	MERCK	19 56	384,282	50 05	983,432	0.2
8,668	PFIZER	17 66	153,077	30.63	265,501	0.1
14,400	PROCTER & GAMBLE	3 90	56,101	81 41	1,172,304	0 3
74,696	SOUTHERN COMPANY	9.38	700,922	41.11	3,070,753	0.7

LETTIE PATE EVANS FOUNDATION, INC. - #58-6004644

Form 990-PF, Year 2013, Page 2, Part II, Lines 2 and 10 a,b,c

Statements 10, 11, 12

PORTFOLIO APPRAISAL - SETTLED TRADES

December 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets
62,653	SUNTRUST BANKS	0.47	29,532	36 81	2,306,257	0.5
27,200	UNITED TECHNOLOGIES	2 75	74,668	113 80	3,095,360	0 7
4,000	VERIZON COMMUNICATIONS	14 78	59,119	49.14	196,560	0 0
			4,335,937		19,746,756	4 7
TOTAL PORTFOLIO			**31,825,170**		**419,713,502**	**100.0**

LETTIE PATE EVANS FOUNDATION, INC. - #58-6004644
Form 990-PF, Year 2013, Page 6, Part VIII
COMPENSATION OF TRUSTEES AND OFFICERS

(a) Name and Address	(b) Title	Hours Per Week	(c) Comp	(d) Contributions to Benefit Plans 403b	457b**	Insurance Benefits*	457f**	(e) Expenses Parking
TRUSTEES								
James B Williams 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Trustee Chairman	2	6,250			93		
James M Sibley 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Trustee Vice-Chairman	1	5,625			93		
Wilton Looney 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Trustee	1 5	8,750			93		
Charles H McTier 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Trustee	1	6,250			93		
Herbert A Claiborne, Jr 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Trustee	1	6,250			93		
TOTAL TRUSTEES			**33,125**			**465**		
OFFICERS								
P Russell Hardin 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	President	3	18,775	763	628	1,437	17,484	79
J Lee Tribble 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Treasurer	3	9,765	763	628	1,586	906	54
Erik S Johnson 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Secretary	3	6,462	538	431	443	0	54
				2,064	1,687	3,466	18,390	
TOTAL OFFICERS			**35,002**	**25,607**				**187**
TOTAL - TRUSTEES & OFFICERS			**68,127**	**26,072**				**187**

* Insurance Trustees - Directors & Officers Liability only
Officers - Directors & Officers Liability, Medical, Life, Disability, Dental, Workers Compensation and Travel Accident
**457b and 457f not expensed and not included in Part I, Line 15
457f - unvested and contingent upon the employee working to a specified age

LETTIE PATE EVANS FOUNDATION, INC. - # 58-6004644
Form 990-PF, Year 2013, Page 10, Part XV, Line 2
INFORMATION REGARDING GRANT PROGRAMS

(a) P. Russell Hardin, President
Lettie Pate Evans Foundation, Inc
191 Peachtree Street, NE
Suite 3540
Atlanta, Georgia 30303

Telephone. (404) 522-6755

(b) Application form not required. Proposals should be made in letter form and include the following information:

- A description of the organization, its purposes, programs, staffing and governing board
- The organization's latest financial statements including the most recent audit report
- A description of the proposed project and full justification for its funding
- An itemized project budget, including other sources of support in hand or anticipated
- Evidence from the IRS of the organization's tax-exempt status and that the applying organization itself is not a private foundation

(c) Grant applications are considered semi-annually in April and November for requests received by the first of February and September.

(d) The Foundation makes grants to public charities located in Georgia and Virginia, with a particular focus on private secondary and higher education, arts and culture, and museums and historic preservation. Grants in Georgia are typically reserved for organizations operating in metropolitan Atlanta; grants in Virginia are typically reserved only for those organziations that Mrs. Lettie Pate Evans supported during her life. Traditionally, preference has been given to one-time capital projects and to other extraordinary needs of well-established organizations with a broad base of community support and proven ability to meet an annual operating budget.

Grants for regular operating expenses are avoided.

No grants are made to individuals.

LETTIE PATE EVANS FOUNDATION, INC. - #58-6004644
Form 990-PF, Year 2013, Page 11, Part XV, Line 3b
GRANTS APPROVED FOR FUTURE PAYMENT

Recipient	Foundation Status	Purpose of Grants	Amount
Georgia Shakespeare 4484 Peachtree Rd , NE Atlanta, GA 30319	PC	Purchase of outdoor furniture and equipment for Oglethorpe University performance venue	$150,000
Virginia Historical Society 428 North Boulevard Richmond, VA 23221-0311	PC	$38 million comprehensive campaign	$1,000,000
		GRANTS APPROVED FOR FUTURE PAYMENT	$1,150,000
Foundation status of recipient	PC	Public charity described in 509(a)(1) or (2)	

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LETTIE PATE EVANS FOUNDATION, INC.

1.

The corporation shall be organized pursuant to the Georgia Nonprofit Corporation Code and made a body corporate under the laws of the State of Georgia under the name and style of:

LETTIE PATE EVANS FOUNDATION, INC.

The corporation shall have perpetual duration, with its principal office at such place in Fulton County, Georgia, as its Trustees may from time to time determine

2.

Said corporation shall have no capital stock. It is not organized for and shall not be operated for pecuniary gain or profit

3.

No part of the property of said corporation and no part of its net earnings shall ever at any time inure to the benefit of any private shareholder or individual, nor shall said corporation have the power to and shall never carry on propaganda or otherwise attempt to influence legislation

4.

The sole object and purpose of the corporation is to further the cause of charity, education and religion, to acquire and administer funds which, after the payment of necessary expenses, shall be devoted exclusively to such objects and purposes.

5.

The corporation shall have the power and authority to accept gifts and contributions, whether made by Will or otherwise, in any form of property, provided that the objects specified by the testator or donor are within the objects and purposes of the corporation. All such gifts and contributions shall be devoted to the objects and purposes and in all respects administered according to the provisions contained in said Will or other form of instrument making said gift or donation, to the end that the wishes and directions of the donor shall in all respects be faithfully observed and executed; provided, however, that the corporation shall not accept any contribution which is to be held or used for purposes other than for the promotion of education, charity and religion.

6.

The governing body of the corporation shall consist of not less than three (3) nor more than five (5) members. The Chairmen of the Joseph B. Whitehead Foundation and the Lettie Pate Whitehead Foundation, and their successors in office, shall be ex officio members of the Board of Trustees of this Foundation. Upon the death, resignation or failure to accept office of either of the other three members of the Board of Trustees, a majority of the other Trustees shall choose his successor. In the event that the living Trustees shall for any reason fail to select such successor, then in that event, such successor-trustee or trustees shall be appointed by the Senior Judge of the Superior Court of Fulton County, Georgia

A quorum of said Trustees are authorized and empowered in their discretion, at any time and from time to time, to elect alternate trustees up to but not exceeding the number of Trustees as determined by the bylaws of the corporation. When so chosen an alternate Trustee may be invited to attend all meetings of the Trustees and may participate in any discussion, but shall not have the power to vote and shall not be counted for the purpose of ascertaining the presence of a quorum; provided, however, that when any Trustee is absent from a meeting the Chairman of the Board of Trustees shall have the power and authority at his option to appoint an alternate Trustee as a Trustee to serve at such meeting in the place and stead of such absent Trustee. When an alternate Trustee is so appointed he shall have and possess at such meeting all the power and authority of the absent Trustee, including the right to vote.

7.

No person who is serving or has served as a member of the Board of Trustees shall have any liability to the corporation for monetary damages for any action taken, or any failure to take any action, as a member of the Board of Trustees; except liability.

(a) for any appropriation, in violation of his duties, of any business opportunity of the corporation,

(b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) for the types of liability set forth in sections 14-3-860 through 14-3-865 of the Georgia Nonprofit Corporation Code; or

(d) for any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this Section shall be in addition to and not in lieu of all other limitations, immunities and indemnities conferred by law, these Articles and the bylaws of the corporation.

8.

The Board of Trustees, by majority vote, shall have the power to adopt all rules and bylaws consistent with the charter and the conduct of the affairs and activities of the corporation.

9.

All contributions received and accepted shall be devoted exclusively to the purposes set forth in this charter, the corpus and the income therefrom being perpetually used for those purposes.

10

The corporation, unless otherwise required by the terms of any contribution, shall have the power in its discretion to retain all contributions in the original form in which they may have been received. and also to buy, sell, exchange and otherwise deal in stocks, bonds, real estate and any other forms of property at either public or private sale, without order of any Court or other authority; to invest and reinvest any funds belonging to the corporation at any time in such securities and property, real and personal, as the Trustees in their sole discretion see fit, irrespective of whether such investments may not be legal investments for trust funds under the laws of Georgia. The corporation may use any bank or trust company in this State as its fiscal agent, and delegate to such institution the custody and management, investment and reinvestment of its funds, and to compensate such agent for its services.

11.

The officers of the corporation shall be a Chairman of the Board of Trustees, a Vice-Chairman, a Secretary and a Treasurer, the latter two offices may be held by one person. The Trustees may appoint such committees and agents and create such other offices as to them shall seem best, and delegate to them such powers and duties as in the discretion of the Trustees may seem appropriate.

12.

The corporation, upon the vote of a majority of its Trustees at the time then in office, shall have the power to do and perform any and all of the powers conferred by this charter, or the laws of the State of Georgia, and shall likewise have all other powers, privileges and immunities which, under the laws of the State of Georgia now, or hereafter may be vested in similar corporations.

13.

The address of the registered office of the corporation shall be 191 Peachtree Street, N.E., Suite 3540, Atlanta, Georgia 30303. The registered agent of the corporation at such address shall be P. Russell Hardin, President, or his successors in office.

These Amended and Restated Articles of Incorporation were adopted by unanimous consent of the Board of Trustees of Lettie Pate Evans Foundation, Inc. on April 2, 2013. Member approval is not required; the corporation has no members.

IN WITNESS WHEREOF, Lettie Pate Evans Foundation, Inc. has caused these Amended and Restated Articles of Incorporation to be executed, its corporate seal to be affixed, and its seal and the execution hereof to be attested, all by its duly authorized officers, this 2nd day of April, 2013.

Lettie Pate Evans Foundation, Inc

By: James B. Williams
Chairman

[Corporate Seal]

ATTEST

Secretary

AMENDED AND RESTATED BYLAWS

LETTIE PATE EVANS FOUNDATION, INC.

ARTICLE I

NAME

The name of the corporation shall be LETTIE PATE EVANS FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at such place in Fulton County, Georgia as the Board of Trustees shall from time to time designate.

ARTICLE III

CORPORATE SEAL

The corporate seal of the corporation shall have inscribed thereon the name of the corporation, the year "1945" and the words, "Corporate Seal, Georgia"

ARTICLE IV

THE BOARD OF TRUSTEES

Section 1. The governing body of the Foundation shall consist of a Board of Trustees of not less than three nor more than five members.

Section 2. Three members of the first Board of Trustees shall be elected by the incorporators of this Foundation, and they, together with the Chairman of the Board of Trustees of the Joseph B. Whitehead Foundation, shall constitute the first Board of Trustees.

Section 3. Whenever the Lettie Pate Whitehead Foundation, created under the will of the late Conkey P Whitehead, shall commence to function, then the Chairman of the Board of Trustees of that Foundation shall be and become a member of the Board of Trustees of this Foundation.

Section 4 The Chairman of the Board of Trustees of each of said Foundations, to-wit. Joseph B. Whitehead Foundation and Lettie Pate Whitehead Foundation and their successors in office, shall be ex-officio members of the Board of Trustees of this Foundation

Section 5. The three members of the Board of Trustees elected by the incorporators of this Foundation shall serve for life, or until such time as they may resign and their successors shall be chosen by a majority of the other Trustees in office at that time.

Section 6. In the event of a vacancy upon the Board of Trustees of any one or more of the three Trustees originally chosen by the incorporators, and should the other Trustees then in office fail to elect a successor or successors to them, then such successor Trustee or Trustees shall be appointed by the chief Judge of the Superior Court of Fulton County. The membership of the Board of Trustees, and the filling of vacancies thereon, shall be so arranged that at all times one or more members of the Board of Trustees of the Foundation are also members of the governing body of one or more of the Specified Beneficiaries of the Foundation designated in Article 4 and Exhibit A of the Articles of Incorporation.

Section 7. A quorum of said Trustees are authorized and empowered in their discretion, at any time and from time to time, to elect alternate Trustees up to but not exceeding the number of Trustees as determined by the bylaws of the Corporation. When so chosen, an alternate Trustee may be invited to attend all meetings of the Trustees and may participate in any discussion, but shall not have the power to vote and shall not be counted for the purpose of ascertaining the presence of a quorum, provided, however, that when any Trustee is absent from a meeting the Chairman of the Board of Trustees shall have the power and authority at his option to appoint an alternate Trustee as a Trustee to serve at such meeting in the place and stead of such absent Trustee. When an alternate Trustee is so appointed he shall have and possess at such meeting all the power and authority of the absent Trustee, including the right to vote.

Section 8. Trustees elected on or after November 5, 2002, shall serve through their 75th year, their terms ending upon the first meeting of the Board of Trustees following their 76th birthday.

ARTICLE V

MEETINGS OF THE BOARD OF TRUSTEES

Section 1 The Board of Trustees may hold its meetings at the principal office of the corporation, or at such other place or places as the members of the Board from time to time designate.

Section 2. The annual meeting of the Board of Trustees shall be held on the first Tuesday in April each year. Other meetings of the Board of Trustees may be held at such other times as its members may designate. The Secretary shall give all members of the Board at least ten (10) days' written notice by mail or telegraph of all such meetings except that such notice may be waived and that the presence of a member at any meeting shall constitute a waiver on his part of such notice.

ARTICLE VI

QUORUM OF MEMBERSHIP OF BOARD OF TRUSTEES

Section 1. Whenever the Board of Trustees shall consist of three or four members, two members thereof shall constitute a quorum, and when it consists of five members, then three members thereof shall constitute a quorum

Section 2. A quorum of the members of the Board of Trustees shall be present at all meetings when the business of the Foundation is transacted, and a Trustee cannot act through a proxy. Any action of a quorum as defined in this Section at any regular or special meeting shall be the act of this corporation.

ARTICLE VII

COMPENSATION OF TRUSTEES

The Board of Trustees may from time to time fix reasonable compensation for their services and for expenses incurred in attending meetings of the Board. Nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving reasonable compensation therefor

ARTICLE VIII

OFFICERS OF THE FOUNDATION

Section 1 Officers. The officers of the Foundation shall consist of a Chairman, a Vice Chairman, a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may deem necessary or desirable. Such officers shall be elected by the Board of Trustees at any meeting and shall serve at the pleasure of the Board. Any two or more offices may be held by the same person except that neither the Chairman nor the President may also serve as Secretary.

Section 2. Chairman. The Chairman shall be a member of the Board of Trustees of the Foundation. He shall be the chief executive officer of the Foundation, shall preside at all meetings of the Board of Trustees and shall generally direct and supervise all affairs of the Foundation, subject to the direction of the Board of Trustees. He shall execute all notes, bonds, deeds, and conveyances of the Foundation.

Section 4. President The President shall be the chief administrative officer of the Foundation, subject to the supervision and direction of the Chairman and the Board of Trustees He shall be responsible for operation of the principal office of the Foundation, which shall provide administrative services for the general management of the affairs of the Foundation, including investigations and summarization of grant proposals and development of grant recommendations for trustee consideration. Subject to the approval of the Board of Trustees, he shall determine staff requirements and budget and shall be authorized to execute all contracts related to the corporation's administration.

Section 5. Secretary. The Secretary shall be present at all meetings of the Board of Trustees, shall keep an accurate written record of all proceedings of the meetings in a minutes book provided for that purpose, and shall have custody of and attest to the seal of the Foundation. He shall attend to the giving and serving of all notices of the Foundation, and shall have charge of other documents as the Board of Trustees may direct, all of which shall be open to the examination of any officer or trustee.

Section 6. Treasurer. The Treasurer shall be the custodian of all funds of the Foundation, and of all trust funds which may be placed in its control for administration He shall be responsible for keeping an accurate account of such funds and shall report in writing at each meeting of the Board of Trustees on all property, cash and securities on hand and on all transactions, receipts and disbursements since his last report to the Board.

Section 7. Other Duties and Authority. Each officer, employee and agent of the Foundation shall have such other duties and authority as may be conferred upon him by the Board of Trustees or delegated to him by the Chairman.

Section 8. Compensation. The salaries of the officers shall be fixed from time to time by the Board of Trustees

ARTICLE IX

CHECKS AND TRANSFERS OF PROPERTY

Section 1. All checks, drafts, and demands or orders for money, and all notes or obligations of this corporation, or paper discounted by it in excess of $20,000, shall be signed by the Chairman, Vice Chairman, President or Treasurer, and by another of the aforementioned officers, the Secretary, or the Controller, or by such other person or persons as may be from time to time designated by resolution of the Board of Trustees. Such conveyances under $20,000 shall be signed by an officer of the corporation as defined in Article VIII.

Section 2. All transfers of property of this corporation shall be signed by the Chairman or Vice Chairman, and attested by the Secretary. Any person, firm or corporation acquiring any such property or acting as transfer agent of the property to be transferred shall be fully protected when this corporation's property is sold or transferred by a writing bearing the signatures aforesaid and no person, firm or corporation need ascertain the authority of the persons so signing to make the sale or transfer so signed.

ARTICLE X

NOTICES

Whenever under the provision of these bylaws notice is required to be given to any Trustee, it shall not be construed to mean personal service, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box, in a postpaid sealed wrapper addressed to such Trustee at such address as appears on the records of the Foundation, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Any Trustee may waive any notice required to be given under these bylaws.

ARTICLE XI

INDEMNITY

The corporation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a trustee or officer of the corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The corporation shall pay for or reimburse the reasonable expenses incurred by a trustee or officer who is a party to a proceeding because such individual is a trustee or officer in advance of final disposition of the proceeding, if:

(a) The trustee or officer furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in this Article or that the proceeding involves conduct for which liability has been eliminated by the corporation's Amended and Restated Articles of Incorporation; and

(b) The trustee or officer furnishes the corporation a written undertaking to repay any advances if it is ultimately determined that the trustee or officer is not entitled to indemnification.

The written undertaking required by paragraph (b) above must be an unlimited general obligation of the trustee or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

The corporation shall also pay for or reimburse the reasonable expenses incurred by a trustee or officer because such individual is a trustee or officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party to such proceeding

ARTICLE XII

AMENDMENTS

These bylaws may be altered or amended or replaced by the affirmative vote of a majority of the Board of Trustees at any meeting of such Board.

I, Erik S. Johnson, duly elected and acting Secretary of Lettie Pate Evans Foundation, Inc. do hereby certify that the above Amended and Restated Bylaws were enacted by the Board of Trustees of Lettie Pate Evans Foundation, Inc. on April 1, 2014.

This 1st day of April, 2014

Erik S. Johnson, Secretary