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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.

▶ 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 JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation

THE SANDRIDGE FOUNDATION

A Employer identification number

58-6369441

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

457 MANOR RIDGE DRIVE, N.W.

Room/suite

B Telephone number

(404)355-8297

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

ATLANTA, GA 30305-3509

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 974,382.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	36,709.	36,709.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,182.			STATEMENT 1
	b Gross sales price for all assets on line 6a 191,761.				
	7 Capital gain net income (from Part IV, line 2)		44,548.		
	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	63,891.	81,257.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	5,151.	3,863.		1,288.
	c Other professional fees STMT 4	8,640.	8,640.		0.
	17 Interest				
	18 Taxes STMT 5	1,888.	388.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	111.	11.		100.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,790.	12,902.		1,388.
	25 Contributions, gifts, grants paid	46,000.			46,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	61,790.	12,902.		47,388.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,101.			
	b **Net investment income** (if negative, enter -0-)		68,355.		
	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			
	2 Savings and temporary cash investments	25,896.	27,974.	27,974.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	596,128.	571,989.	724,956.
	c Investments - corporate bonds STMT 8	155,053.	185,771.	185,078.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 9	39,972.	33,416.	36,374.
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	817,049.	819,150.	974,382.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	817,049.	819,150.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	817,049.	819,150.	
	31 **Total liabilities and net assets/fund balances**	817,049.	819,150.	

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	817,049.
2	Enter amount from Part I, line 27a	2	2,101.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	819,150.
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	819,150.

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 STATEMENT D-1	P	VARIOUS	VARIOUS
b	ROC - GOVERNMENT NATIONAL MTG ASSN II	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	182,205.		140,656.	41,549.
b	6,557.		6,557.	0.
c	2,999.			2,999.
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				41,549.
b				0.
c				2,999.
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	44,548.
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	41,859.	882,630.	.047425
2011	35,981.	838,771.	.042897
2010	24,374.	797,074.	.030579
2009	60,706.	753,680.	.080546
2008	25,000.	756,047.	.033067

2	**Total** of line 1, column (d)	2	.234514
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	.046903
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	931,586.
5	Multiply line 4 by line 3	5	43,694.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	684.
7	Add lines 5 and 6	7	44,378.
8	Enter qualifying distributions from Part XII, line 4	8	47,388.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	684.
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	684.
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	684.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,972.		
b	*Exempt foreign organizations - tax withheld at source* — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	2,972.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,288.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 2,288. **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)? *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.*	1b		X
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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HUGH PETERSON, JR. Telephone no. ▶ 404-355-8297

Located at ▶ 457 MANOR RIDGE DRIVE, N.W., ATLANTA, GA ZIP+4 ▶ 30305

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?		☐	X
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		☐	X
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		☐	X
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		☐	X
	(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)?		☐	X
	(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.)		☐	X
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?		☐	X
	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?		☐	X
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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
SEE STATEMENT 10		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

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
N/A		0.

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	0.
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	907,134.
b	Average of monthly cash balances	1b	38,639.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	945,773.
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	945,773.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,187.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	931,586.
6	**Minimum investment return.** Enter 5% of line 5	6	46,579.

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	46,579.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	684.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	684.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	45,895.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	45,895.
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	45,895.

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	47,388.
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	47,388.
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	684.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,704.

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				45,895.
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 23,552.				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	23,552.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 47,388.				
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				45,895.
e Remaining amount distributed out of corpus	1,493.			
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	25,045.			
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				0.
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	25,045.			
10 Analysis of line 9:				
a Excess from 2009 23,552.				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013 1,493.				

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).)

SEE STATEMENT 11

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
AILEY UNITED METHODIST CHURCH W. COLLEGE STREET AILEY, GA 30410	N/A	RELIGIOUS	GENERAL	10,000.
BREWTON-PARKER COLLEGE US 280 @ 201 DAVID-ELIZA CIRCLE MOUNT VERNON, GA 30445	N/A	EDUCATION	GENERAL	10,000.
KIDS CHANCE OF GEORGIA, INC 2024 POWERS FERRY RD, SE ATLANTA, GA 30339	N/A	CIVIC	GENERAL	1,000.
GEORGIA COLLEGE STATE UNIVERSITY FOUNDATION CAMPUS BOX 96 MILLEDGEVILLE, GA 31061	N/A	EDUCATION	GENERAL	10,000.
PAUL ANDERSON YOUTH HOME 1603 MCINTOSH STREET VIDALIA, GA 30474	N/A	CIVIC	GENERAL	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	46,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	36,709.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	27,182.	
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.		63,891.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	63,891.

(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).
	N/A

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] 3/24/15 ▶ Trustee

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
STEPHEN BERMAN	Stephen M. Berman, CPA	3/16/15		P00031703

Firm's name ▶ STEPHEN M. BERMAN & ASSOC., L.L.C. Firm's EIN ▶ 58-1540139

Firm's address ▶ 3475 LENOX ROAD, N.E., SUITE 950 ATLANTA 30326 Phone no. 404-262-2181

Form **990-PF** (2013)

323622
10-10-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
REINHARDT COLLEGE 7300 REINHARDT COLLEGE CIRCLE WALESKA, GA 30183	N/A	EDUCATION	GENERAL	10,000.
Total from continuation sheets				10,000.

Common Stocks

ABBVIE INC	84.000	56.440	4,740.96	0.49	3,146.91	141	0.00	2.98
Acct: 7938066	*84.000*	*56.440*	*4,740.96*	*0.49*	*3,146.91*	*141*	*0.00*	*2.98*
ALTRIA GROUP INC	455.000	41.940	19,082.70	1.98	9,100.88	873	218.40	4.58
Acct: 7938066	*455.000*	*41.940*	*19,082.70*	*1.98*	*9,100.88*	*873*	*218.40*	*4.58*
AMERICAN ELEC PWR INC	87.000	55.770	4,851.99	0.50	3,285.13	174	0.00	3.59
Acct: 7938066	*87.000*	*55.770*	*4,851.99*	*0.50*	*3,285.13*	*174*	*0.00*	*3.59*
AT&T INC	491.000	35.360	17,361.76	1.80	12,865.12	903	0.00	5.20
Acct: 7938066	*491.000*	*35.360*	*17,361.76*	*1.80*	*12,865.12*	*903*	*0.00*	*5.20*
BANK OF AMERICA CORP	400.000	15.370	6,148.00	0.64	14,708.85	16	0.00	0.26
Acct: 7936980	*400.000*	*15.370*	*6,148.00*	*0.64*	*14,708.85*	*16*	*0.00*	*0.26*
BCE INC	98.000	45.360	4,445.28	0.46	3,502.89	220	55.24	4.97
Acct: 7938066	*98.000*	*45.360*	*4,445.28*	*0.46*	*3,502.89*	*220*	*55.24*	*4.97*
BP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	300.000	52.750	15,825.00	1.64	12,847.71	702	0.00	4.44

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
Acct. 7938066	*300.000*	*52.750*	*15,825.00*	*1.64*	*12,847.71*	*702*	*0 00*	*4.44*
BRISTOL MYERS SQUIBB CO	83.000	48 510	4,026.33	0.42	2,106.54	119	0 00	2.97
Acct: 7938066	*83 000*	*48.510*	*4,026.33*	*0 42*	*2,106 54*	*119*	*0 00*	*2.97*
CHEVRON CORPORATION	45 000	130 550	5,874.75	0 61	4,664 91	192	0 00	3.28
Acct: 7938066	*45 000*	*130.550*	*5,874 75*	*0 61*	*4,664 91*	*192*	*0 00*	*3.28*
COCA COLA CO	95 000	42.360	4,024.20	0 42	3,527.79	115	28 98	2.88
Acct: 7938066	*95 000*	*42.360*	*4,024.20*	*0 42*	*3,527 79*	*115*	*28 98*	*2 88*
CONOCOPHILLIPS	259 000	85.730	22,204 07	2 30	14,489 82	714	0 00	3.22
Acct: 7938066	*259 000*	*85 730*	*22,204 07*	*2 30*	*14,489 82*	*714*	*0 00*	*3 22*
DOMINION RESOURCES INC	129 000	71.520	9,226.08	0.96	6,302.40	309	0 00	3 36
Acct: 7938066	*129 000*	*71 520*	*9,226 08*	*0.96*	*6,302.40*	*309*	*0.00*	*3 36*
DUKE ENERGY CORP	200.000	74.190	14,838 00	1.54	11,336 03	624	0.00	4.20
Acct: 7938066	*200 000*	*74 190*	*14,838.00*	*1.54*	*11,336 03*	*624*	*0 00*	*4.20*
EATON VANCE ATLANTA CAPITAL SMID CAP FUND	1,440.250	24.940	35,919 84	3 73	25,291.03	0	0 00	0.00
Acct: 7936980	*1,440.250*	*24 940*	*35,919 84*	*3.73*	*25,291.03*	*0*	*0 00*	*0 00*
GENERAL ELECTRIC CORP	300 000	26.280	7,884.00	0 82	13,330.90	264	66 00	3 35
Acct: 7936980	*300.000*	*26 280*	*7,884 00*	*0 82*	*13,330 90*	*264*	*66 00*	*3 35*
GLAXO SMITHKLINE SPONSORED AMERICAN DEPOSITORY RECEIPT	301.000	53.480	16,097.48	1.67	12,958 97	770	192.65	4 78
Acct: 7938066	*301 000*	*53.480*	*16,097.48*	*1.67*	*12,958 97*	*770*	*192.65*	*4 78*
HCP INC REAL ESTATE INVESTMENT TRUST	223 000	41.380	9,227.74	0 96	8,275 86	486	0.00	5.27
Acct: 7938066	*223.000*	*41 380*	*9,227 74*	*0 96*	*8,275 86*	*486*	*0 00*	*5 27*
HEALTH CARE REIT INC REAL ESTATE INVESTMENT TRUST	121.000	62 670	7,583 07	0.79	6,121.99	384	0 00	5 07
Acct: 7938066	*121.000*	*62.670*	*7,583 07*	*0 79*	*6,121.99*	*384*	*0 00*	*5 07*
INTL. BUSINESS MACHINES CORP	50.000	181.270	9,063 50	0.94	5,447.22	220	0 00	2.43

Combined Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
Acct: 7936980	*50.000*	*181.270*	*9,063.50*	*0 94*	*5,447.22*	*220*	*0.00*	*2.43*
JOHNSON & JOHNSON	138.000	104.620	14,437.56	1.50	7,843.59	386	0.00	2.68
Acct: 7938066	*138.000*	*104.620*	*14,437.56*	*1.50*	*7,843.59*	*386*	*0 00*	*2.68*
JP MORGAN CHASE & CO	100.000	57.620	5,762.00	0 60	3,652.58	160	0 00	2.78
Acct: 7936980	*100 000*	*57.620*	*5,762.00*	*0.60*	*3,652.58*	*160*	*0.00*	*2.78*
KIMBERLY CLARK CORP	94.000	111.220	10,454 68	1.09	4,917.51	315	78.96	3.02
Acct: 7938066	*94 000*	*111.220*	*10,454.68*	*1.09*	*4,917.51*	*315*	*78 96*	*3 02*
KRAFT FOODS GROUP INC	299.000	59.950	17,925 05	1.86	14,359.35	627	0 00	3.50
Acct: 7938066	*299.000*	*59 950*	*17,925 05*	*1.86*	*14,359.35*	*627*	*0 00*	*3.50*
LILLY ELI & CO	70.000	62.170	4,351.90	0.45	2,406 44	137	0 00	3.15
Acct: 7938066	*70 000*	*62.170*	*4,351.90*	*0 45*	*2,406.44*	*137*	*0.00*	*3 15*
LORILLARD, INC	194 000	60 970	11,828.18	1.23	6,934 81	477	0 00	4.03
Acct: 7938066	*194 000*	*60 970*	*11,828.18*	*1.23*	*6,934.81*	*477*	*0 00*	*4.03*
MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND	6,511.019	9.510	61,919.79	6.43	52,217.88	670	0.00	1.08
Acct: 7936980	*6,511.019*	*9.510*	*61,919.79*	*6 43*	*52,217.88*	*670*	*0 00*	*1 08*
MCDONALDS CORP	146 000	100.740	14,708.04	1.53	12,699.28	473	0.00	3.22
Acct: 7938066	*146 000*	*100.740*	*14,708.04*	*1.53*	*12,699.28*	*473*	*0 00*	*3.22*
MERCK & CO INC	287.000	57.850	16,602.95	1.72	10,971.25	505	126.28	3 04
Acct: 7938066	*287.000*	*57.850*	*16,602.95*	*1.72*	*10,971.25*	*505*	*126.28*	*3 04*
NATIONAL GRID PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	238 000	74.380	17,702.44	1.84	11,514 62	821	0 00	4 64
Acct: 7938066	*238.000*	*74 380*	*17,702.44*	*1.84*	*11,514 62*	*821*	*0 00*	*4.64*
OPPENHEIMER DEVELOPING MARKETS FUND	880.798	39 820	35,073.38	3.64	29,465.10	143	0 00	0.41
Acct: 7936980	*880 798*	*39 820*	*35,073.38*	*3.64*	*29,465.10*	*143*	*0 00*	*0 41*
PEPSICO INC	50.000	89.340	4,467.00	0.46	3,066.73	131	0.00	2.93

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
Acct: 7938066	*50.000*	*89.340*	*4,467.00*	*0 46*	*3,066 73*	*131*	*0 00*	*2 93*
PHILIP MORRIS INTERNATIONAL	216.000	84 310	18,210 96	1.89	14,567.67	812	203 04	4.46
Acct: 7938066	*216 000*	*84 310*	*18,210 96*	*1.89*	*14,567 67*	*812*	*203 04*	*4 46*
PPL CORPORATION	287.000	35.530	10,197.11	1.06	8,093.34	427	106 91	4.19
Acct: 7938066	*287 000*	*35.530*	*10,197.11*	*1.06*	*8,093 34*	*427*	*106.91*	*4.19*
PROCTER & GAMBLE CO	58.000	78 590	4,558.22	0 47	3,640 64	149	0 00	3.27
Acct: 7938066	*58 000*	*78 590*	*4,558 22*	*0 47*	*3,640 64*	*149*	*0 00*	*3 27*
REALTY INCOME CORP REAL ESTATE INVESTMENT TRUST	118 000	44 420	5,241.56	0 54	5,090.27	258	21 57	4 94
Acct: 7938066	*118.000*	*44 420*	*5,241.56*	*0.54*	*5,090 27*	*258*	*21 57*	*4 94*
REYNOLDS AMERICAN INC	297.000	60 350	17,923 95	1.86	10,710 60	795	198.99	4 44
Acct: 7938066	*297.000*	*60.350*	*17,923.95*	*1 86*	*10,710 60*	*795*	*198 99*	*4.44*
ROYAL DUTCH SHELL PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	213 000	87.010	18,533.13	1.92	14,614 63	800	0 00	4 32
Acct: 7938066	*213.000*	*87 010*	*18,533.13*	*1.92*	*14,614 63*	*800*	*0 00*	*4 32*
SENIOR HOUSING PROPERTIES TRUST REAL ESTATE INVESTMENT TRUST	242.000	24 290	5,878.18	0 61	6,225 44	377	0 00	6 42
Acct: 7938066	*242.000*	*24 290*	*5,878.18*	*0 61*	*6,225 44*	*377*	*0 00*	*6 42*
SOUTHERN COMPANY	306 000	45.380	13,886.28	1.44	11,953 04	642	0 00	4 63
Acct: 7938066	*306 000*	*45.380*	*13,886 28*	*1.44*	*11,953.04*	*642*	*0.00*	*4 63*
TOTAL S.A. SPONSORED AMERICAN DEPOSITORY RECEIPT	289.000	72.200	20,865.80	2.17	15,414 93	789	0 00	3.78
Acct: 7938066	*289 000*	*72.200*	*20,865.80*	*2 17*	*15,414 93*	*789*	*0 00*	*3 78*
TOTAL SYSTEM SERVICES INC	800.000	31.410	25,128.00	2 61	0.00	320	80 00	1.27
Acct: 7936980	*800 000*	*31 410*	*25,128.00*	*2.61*	*0 00*	*320*	*80 00*	*1.27*
UNILEVER PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	191.000	45.310	8,654.21	0 90	7,131.18	281	0.00	3.26
Acct: 7938066	*191 000*	*45.310*	*8,654 21*	*0 90*	*7,131.18*	*281*	*0 00*	*3.26*

STATEMENT A—

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
VENTAS INC REAL ESTATE INVESTMENT TRUST	130.000	64.100	8,333.00	0.86	8,033.16	377	0 00	4.52
Acct: 7938066	*130.000*	*64 100*	*8,333.00*	*0.86*	*8,033.16*	*377*	*0 00*	*4 52*
VERIZON COMMUNICATIONS	319.000	48 930	15,608.67	1.62	11,458.44	676	0 00	4.33
Acct: 7938066	*319 000*	*48.930*	*15,608 67*	*1.62*	*11,458 44*	*676*	*0.00*	*4.33*
VODAFONE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	235 000	33.390	7,846.65	0.81	11,605.27	536	290.76	6 84
Acct: 7938066	*235 000*	*33.390*	*7,846 65*	*0.81*	*11,605.27*	*536*	*290.76*	*6.84*
WELLS FARGO & CO	100 000	52.560	5,256 00	0 55	2,409.30	140	0.00	2.66
Acct: 7936980	*100.000*	*52.560*	*5,256 00*	*0 55*	*2,409.30*	*140*	*0.00*	*2 66*
WILLIAMS COS INC	254.000	58.210	14,785.34	1 53	9,510.40	431	0.00	2 92
Acct: 7938066	*254.000*	*58 210*	*14,785.34*	*1.53*	*9,510.40*	*431*	*0 00*	*2 92*
Total Common Stocks			**$634,564.78**	**65.86%**	(B) **$473,818.40**	**$19,899**	**$1,667.78**	**3.13%**
Other								
ABERDEEN EQUITY LONG SHORT FUND	1,565 938	12.380	19,386 31	2.01	17,889.00	0	0 00	0.00
Acct: 7936980	*1,565.938*	*12 380*	*19,386 31*	*2.01*	*17,889 00*	*0*	*0.00*	*0.00*
WASATCH LONG/SHORT FUND	3,006.603	16 960	50,991.99	5.29	40,661.02	0	0 00	0.00
Acct: 7936980	*3,006.603*	*16 960*	*50,991.99*	*5.29*	*40,661 02*	*0*	*0.00*	*0 00*
WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND	1,716.350	11 660	20,012.64	2.08 2.08	19,000 00	331	0.00	1 65
Acct: 7936980	*1,716.350*	*11.660*	*20,012 64*	*2.08*	*19,000 00*	*331*	*0.00*	*1.65*
Total Other			(A) **$90,390.94**	**9.38%**	(B) **$77,550.02**	**$331**	**$0.00**	**0.36%**

(*) Adj : Total System Services 25,128 7

(A) 609,436.78

Totals :

(A) FMV 699,827.12

(B) Tax Cost Basis 551,368.42

THE SANDRIDGE FOUNDATION
SCHEDULE OF GAINS/(LOSSES)
TAX YEAR ENDING 06/30/14
58-6369441

STATEMENT D-1

DESCRIPTION	DATE PURCHASED	DATE SOLD	SHARES SOLD	GROSS PROCEEDS	BOOK BASIS	TAX BASIS	BOOK GAIN(LOSS)	TAX GAIN(LOSS)	Type
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	07/24/13	150 000	4,079 96	3,866 50	145 20	213 46	3,934 76	Stock
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	09/18/13	150 000	4,442 68	3,866 50	145 20	576 18	4,297.48	Stock
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	03/14/14	125 000	3,784 09	3,222 08	121 00	562 01	3,663 09	Stock
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	04/22/14	75 000	2,181 70	1,933 25	72 60	248 45	2,109 10	Stock
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	05/02/14	50 000	1,600 75	1,288 83	48 40	311 92	1,552 35	Stock
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	05/09/14	150 000	4,793 89	3,866 51	145 20	927 38	4,648 69	Stock
SUBTOTAL			**700.000**	**20,883.07**	**18,043.66**	**677.60**	**2,839.41**	**20,205.47**	

ABBVIE INC	VARIOUS	01/16/14	141 000	7,122 58	5,282 31	5,282 31	1,840 27	1,840 27	Stock
ABERDEEN-EQY LONG SHORT FD	VARIOUS	03/14/14	331 400	4,000 00	3,988 41	3,988 41	11 59	11 59	Stock
ABSOLUTE STRATEGIES FUND I	VARIOUS	03/14/14	3,677 453	40,415 21	40,742.63	40,742 63	(327 42)	(327.42)	Stock
ASTRAZENECA PLC SPONS ADR	VARIOUS	12/03/13	49 000	2,809 36	2,486 10	2,486 10	323 26	323 26	Stock
ASTRAZENECA PLC SPONS ADR	VARIOUS	03/20/14	33 000	2,140 36	1,601 40	1,601 40	538 96	538 96	Stock
ASTRAZENECA PLC SPONS ADR	VARIOUS	04/29/14	226 000	17,487 72	10,672 77	10,672 77	6,814 95	6,814 95	Stock
BCE INC CDA COM US	VARIOUS	09/13/13	51 000	2,140 67	1,967 13	1,967 13	173 54	173 54	Stock
BRISTOL MYERS SQUIBB CO COM	VARIOUS	07/02/13	110 000	4,835 54	2,904 76	2,904 76	1,930 78	1,930 78	Stock
MERCK & CO INC	VARIOUS	03/20/14	53 000	2,941 51	2,190 02	2,190 02	751 49	751 49	Stock
NATIONAL GRID PLC SPONS ADR	VARIOUS	09/13/13	33 000	1,928 55	1,699 68	1,699 68	228 87	228 87	Stock
NEUBERGER BERMAN HIGH INCOME BD-I	VARIOUS	09/18/13	1,392 540	13,159 53	13,130 30	13,130 30	29 23	29 23	Bond
RIDGEWORTH INTERMEDIATE BD	VARIOUS	09/18/13	2,560 220	25,781 45	26,541 08	26,541 08	(759 63)	(759 63)	Bond
TEMPLETON GLOBAL BD FD-ADV	VARIOUS	07/24/13	5.480	71 73	75 02	75 02	(3 29)	(3 29)	Bond
VANGUARD M/B SECUR INDX-SIG	VARIOUS	09/18/13	508 780	10,440 21	10,521 34	10,521 34	(81.13)	(81 13)	Bond
VERIZON COMMUNICATIONS	VARIOUS	03/05/14	123 000	5,843 25	4,126 38	4,126 38	1,716 87	1,716 87	Stock
VERIZON COMMUNICATIONS	VARIOUS	03/17/14	0 3534	16 37	10 59	10 59	5 78	5 78	Stock
VODAFONE GROUP SPONS ADR	VARIOUS	12/03/13	95 000	3,500 69	2,787 21	2,787.21	713 48	713 48	Stock
VODAFONE GROUP SPONS ADR	VARIOUS	03/17/14	0 0907	3 40	4 72	4 72	(1 32)	(1 32)	Stock
WASATCH LONG/SHORT FUND-INS	VARIOUS	03/07/14	125 628	2,000 00	2,018 32	2,018 32	(18 32)	(18 32)	Stock
WELLS FARGO & CO	VARIOUS	04/23/14	200 000	9,791 78	4,818 61	4,818 61	4,973 17	4,973 17	Stock
WELLS FARGO & CO	VARIOUS	05/09/14	100 000	4,891 56	2,409 30	2,409 30	2,482 26	2,482 26	Stock
SUBTOTAL				**161,321.47**	**139,978.08**	**139,978.08**	**21,343.39**	**21,343.39**	

GRAND TOTALS				**182,204.54**	**158,021.74**	**140,655.68**	**24,182.80**	**41,548.86**

SUMMARY					
Type	Gross Proceeds	Book Basis	Tax Basis	Book Gain(Loss)	Tax Gain(Loss)
Stocks	132,751 62	107,754 00	90,387 94	24,997 62	42,363 68
Bonds	49,452 92	50,267.74	50,267 74	(814 82)	(814 82)
Totals	**182,204.54**	**158,021.74**	**140,655.68**	**24,182.80**	**41,548.86**

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT D-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
182,205.	158,022.	0.	0.	24,183.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROC - GOVERNMENT NATIONAL MTG ASSN II	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,557.	6,557.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	2,999.
TOTAL TO FORM 990-PF, PART I, LINE 6A	27,182.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SUNTRUST NOMINEE,(DIVIDENDS	37,817.	2,999.	34,818.	34,818.	
SUNTRUST NOMINEE,(INTEREST)	1,891.	0.	1,891.	1,891.	
TO PART I, LINE 4	39,708.	2,999.	36,709.	36,709.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,151.	3,863.		1,288.
TO FORM 990-PF, PG 1, LN 16B	5,151.	3,863.		1,288.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	8,640.	8,640.		0.
TO FORM 990-PF, PG 1, LN 16C	8,640.	8,640.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	1,500.	0.		0.
FOREIGN TAXES PAID	388.	388.		0.
TO FORM 990-PF, PG 1, LN 18	1,888.	388.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	100.	0.		100.
ADR FEES	11.	11.		0.
TO FORM 990-PF, PG 1, LN 23	111.	11.		100.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-1 (CORPORATE STOCK)	551,368.	699,828.
TOTAL SYSTEMS SERVICES	20,621.	25,128.
TOTAL TO FORM 990-PF, PART II, LINE 10B	571,989.	724,956.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-2 (BONDS)	185,771.	185,078.
TOTAL TO FORM 990-PF, PART II, LINE 10C	185,771.	185,078.

FORM 990-PF MORTGAGE LOANS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-2 (MORTGAGE & ASSET BACKED SECURITIES	33,416.	36,374.
TOTAL TO FORM 990-PF, PART II, LINE 12	33,416.	36,374.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HUGH PETERSON, JR. 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	TRUSTEE; MEMBER, DIST COMM 1.00	0.	0.	0.
MARY JANE FINCHER PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 1.00	0.	0.	0.
HUGH PETERSON, III 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
WILLIAM FINCHER PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
RICHARD RUSSELL PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
PATIENCE EUNICE PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER

HUGH PETERSON, JR.
MARY JANE FINCHER PETERSON

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number: Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	THE SANDRIDGE FOUNDATION	58-6369441
	Number, street, and room or suite no. If a P.O. box, see instructions. 457 MANOR RIDGE DRIVE, N.W.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30305-3509	

Enter the Return code for the return that this application is for (file a separate application for each return) ▶ 04

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

- The books are in the care of ▶ HUGH PETERSON, JR. 457 MANOR RIDGE DRIVE, N.W. - ATLANTA, GA 30305
  Telephone No. ▶ 404-355-8297 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year _____ or
▶ [X] tax year beginning JUL 1, 2013, and ending JUN 30, 2014.

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$	2,972.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$	1,972.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	1,000.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	THE SANDRIDGE FOUNDATION	58-6369441
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	457 MANOR RIDGE DRIVE, N.W.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ATLANTA, GA 30305-3509	

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

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

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

- The books are in the care of ▶ HUGH PETERSON, JR. 457 MANOR RIDGE DRIVE, N.W. - ATLANTA, GA 30305
  Telephone No. ▶ 404-355-8297 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2015.

5 For calendar year _____, or other tax year beginning JUL 1, 2013, and ending JUN 30, 2014.

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

7 State in detail why you need the extension
DUE TO THE FACT THAT CERTAIN COST BASIS INFORMATION FOR SECURITIES SOLD HAS NOT BEEN RECEIVED, AN ADDITIONAL EXTENSION OF TIME TO FILE UNTIL MAY 15, 2015 IS HEREBY REQUESTED.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 2,972.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 2,972.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Stephen M. Brennan Title ▶ CPA P00031703 Date ▶ 2/9/15

323842
12-31-13