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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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation SOUTHERN COMPANY CHARITABLE FOUNDATION INC		A Employer identification number 58-2514027	
Number and street (or P O box number if mail is not delivered to street address) 241 RALPH MCGILL BLVD NE NO 10131		Room/suite	B Telephone number (see instructions) (404) 506-3390
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 303083374			
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 ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 67,507,850		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	13,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	961	961		
	4 Dividends and interest from securities.	1,047,796	1,507,013		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	327,181			
	b Gross sales price for all assets on line 6a 18,494,442				
	7 Capital gain net income (from Part IV, line 2) . . .		1,048,447		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 1,325	1,325		
	12 Total. Add lines 1 through 11	14,377,263	2,557,746		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 2,400	0		2,400
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 24,581	4,191		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 284,770	330,481		4,170
	24 Total operating and administrative expenses. Add lines 13 through 23	311,751	334,672		6,570
	25 Contributions, gifts, grants paid	30,837,500			1,532,500
	26 Total expenses and disbursements. Add lines 24 and 25	31,149,251	334,672		1,539,070
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-16,771,988			
	b Net investment income (if negative, enter -0-)		2,223,074		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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	738,179	2,434,943	2,434,943
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		36,244	36,244
	10a	Investments—U S and state government obligations (attach schedule)	7,874,143	 20,044,215	20,044,215
	b	Investments—corporate stock (attach schedule)	31,760,672	 38,707,716	38,707,716
	c	Investments—corporate bonds (attach schedule).	4,560,108	 6,245,566	6,245,566
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,968,277		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	 32,256	 39,166	 39,166
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	51,933,635	67,507,850	67,507,850
	17	Accounts payable and accrued expenses	2,329,868	70,650	
	18	Grants payable		31,560,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	2,329,868	31,630,650	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
Net Assets or Fund Balances	24	Unrestricted	49,603,767	35,877,200	
	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 (see instructions)	49,603,767	35,877,200	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	51,933,635	67,507,850	

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 49,603,767
2	Enter amount from Part I, line 27a	2 -16,771,988
3	Other increases not included in line 2 (itemize) ▶ 	3 3,540,869
4	Add lines 1, 2, and 3	4 36,372,648
5	Decreases not included in line 2 (itemize) ▶ 	5 495,448
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 35,877,200

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)
1 a	CAPITAL GUARDIAN K-1			
b	CAPITAL GUARDIAN OTHER			
c	EARNEST PARTNERS			
d	J P MORGAN INTERNATIONAL EQUITY FUND - K-1			
e	CAPITAL GUARDIAN	P		

(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 410,102			410,102
b 7,105,160		7,099,914	5,246
c 11,389,282		11,080,350	308,932
d 324,167			324,167
e			0

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			410,102
b			5,246
c			308,932
d			324,167
e			0

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	1,048,447
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2013	1,301,591	48,549,046	0 026810
2012	1,236,626	43,981,177	0 028117
2011	863,511	27,751,226	0 031116
2010	1,084,495	6,075,106	0 178515
2009	702,630	6,452,781	0 108888

2 Total of line 1, column (d).	2	0 373446
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 074689
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	63,369,898
5 Multiply line 4 by line 3.	5	4,733,034
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	22,231
7 Add lines 5 and 6.	7	4,755,265
8 Enter qualifying distributions from Part XII, line 4.	8	1,539,070

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	44,461
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	44,461
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	44,461
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	60,462	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	25,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	85,462
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	41,001
11		Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 41,001 Refunded ☐		11	0

Part VII-AStatements Regarding Activities

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	Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ GA				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of KESHAA MOORE Telephone no (404) 506-3390 Located at 241 RALPH MCGILL BLVD BIN 10131 ATLANTA GA ZIP +4 303083374			
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		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total

number of other employees paid over \$50,000.

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
EARNEST PARTNERS	INVESTMENT FEES	125,218
1180 PEACHTREE STREET NE		
ATLANTA,GA 303686279		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See 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	63,673,973
b	Average of monthly cash balances.	1b	624,705
c	Fair market value of all other assets (see instructions).	1c	36,244
d	Total (add lines 1a, b, and c).	1d	64,334,922
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	64,334,922
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	965,024
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	63,369,898
6	Minimum investment return. Enter 5% of line 5.	6	3,168,495

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	3,168,495
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	44,461
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	44,461
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,124,034
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,124,034
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	3,124,034

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	1,539,070
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	1,539,070
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,539,070

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				3,124,034
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.	413,664			
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	413,664			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,539,070				
a Applied to 2013, 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 2014 distributable amount.				1,539,070
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	413,664			413,664
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,171,300
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

SUSAN M CARTER
241 RALPH MCGILL BLVD BIN 10131
ATLANTA,GA 30308
(404) 506-3390

b

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

BRIEF LETTER, COPY OF 501(C)(3) TAX EXEMPT LETTER,AUDITED FINANCIALS, BRIEF DESCRIPTION OF THE ORGANIZATION REQUESTING SUPPORT, LIST OF ITS OFFICERS BOARD MEMBERS, AMOUNT REQUESTED CONTACT SUSAN M CARTER (404) 506-3390 FOR DETAIL INFORMATION

c

Any submission deadlines

NONE

d

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

CONTACT SUSAN M CARTER AT (404) 506-3390 FOR FORM AND DETAIL INFORMATION

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,532,500
b Approved for future payment ALVIN AILEY DANCE FOUNDATION INC 405 WEST 55TH STREET NEW YORK, NY 10019	N/A	PC	2ND PAYMENT OF 2 YEAR PLEDGE FOR EDUCATIONAL PROGRAMS	125,000
SMITHSONIAN INSTITUTION PO BOX 37012 WASHINGTON, DC 200137012	N/A	PC	OPERATING	600,000
GEORGIA TECH FOUNDATION INC 760 SPRING ST NW SUITE 102 ATLANTA, GA 303081123	N/A	PC	OPERATING	30,000,000
Total			3b	30,725,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here	*****	2015-07-27	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name JANICE A RATICA	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00231389
	Firm's name ☒ CHERRY BEKAERT LLP			Firm's EIN ☒ 56-0574444	
	Firm's address ☒ 1111 METROPOLITAN AVE STE 1000 CHARLOTTE, NC 28204			Phone no (704) 377-1678	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTOPHER C WOMACK	DIRECTOR 1 00	0	0	0
30 IVAN ALLEN JR BLVD BIN SC1508 ATLANTA,GA 30303				
SUSAN M CARTER	SECRETARY 6 00	0	0	0
241 RALPH MCGILL BLVD BIN 10131 ATLANTA,GA 30308				
VALERIE D SEARCY	ASSISTANT SECRETARY 2 00	0	0	0
241 RALPH MCGILL BLVD BIN 10131 ATLANTA,GA 30308				
ROGER S STEFFENS	TREASURER 1 00	0	0	0
30 IVAN ALLEN JR BLVD BIN SC1101 ATLANTA,GA 30303				
DEKIA M SCOTT	ASSISTANT TREASURER 1 00	0	0	0
30 IVAN ALLEN JR BLVD BIN SC1101 ATLANTA,GA 30303				
ARTHUR P BEATTIE	VICE PRESIDENT 1 00	0	0	0
30 IVAN ALLEN JR BLVD BIN SC1503 ATLANTA,GA 30303				
MICHAEL K ANDERSON	PRESIDENT 2 00	0	0	0
241 RALPH MCGILL BLVD BIN 10230 ATLANTA,GA 30308				
KIM GREENE JAN - JUNE	DIRECTOR 1 00	0	0	0
30 IVAN ALLEN JR BLVD BIN SC1501 ATLANTA,GA 30303				
MARK S LANTRIP JUNE - PRESENT	DIRECTOR 1 00	0	0	0
241 RALPH MCGILL BLVD BIN 10230 ATLANTA,GA 30308				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ST IGNATIUS HIGH SCHOOL OF CLEVELAND 1911 W 30TH ST CLEVELAND, OH 441133401	N/A	PC	JON WYLER SCHOLARSHIP FUND	2,500
WEST POINT PARENTS CLUB OF GEORGIA INC 6065 ROSWELL ROAD SUITE 1455 ATLANTA, GA 303284011	N/A	PC	SUPPORT OF THE 2014 US SERVICE ACADEMIES GEORGIA BALL	2,500
UNITED STATES NAVAL ACADEMY ALUMNI ASSOCIATION 247 KING GEORGE ST ANNAPOLIS, MD 214025068	N/A	PC	CONTRIBUTION IN HONOR OF BILL HABERMEYER	5,000
FRIENDS OF THE CHILDREN NEW YORK PO BOX 1649 NEW YORK, NY 100261649	N/A	PC	ON BEHALF OF MR RAY GILMARTIN IN LIEU OF AN HONORARIUM FOR A PRESENTATION	7,500
CHEMOFLAGE INC 5602 BROOKE RIDGE DR ATLANTA, GA 303383197	N/A	PC	PROGRAM SUPPORT	10,000
LAND TRUST ALLIANCE INC 1660 L ST NW 1100 WASHINGTON, DC 20036	N/A	PC	FINAL PAYMENT OF A 3 YEAR PLEDGE TO SUPPORT A PARTNERSHIP FOR GULF COAST LAND CONSERVATION	10,000
HISTORIC OAKLAND FOUNDATION INC 248 OAKLAND AVENUE SE ATLANTA, GA 30312	N/A	PC	GENERAL SUPPORT OF OAKLAND CEMETERY AND RESTORATION OF THE BOBBY JONES GRAVESITE	20,000
FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 1777 ATLANTA, GA 30301	N/A	PC	3RD PAYMENT OF A 5 YEAR PLEDGE FOR THE "ONE WAY 2 PLAY" PROGRAM	25,000
GEORGIA SOUTHERN UNIVERSITY FOUNDATION INC P O BOX 8053 STATESBORO, GA 30460	N/A	PC	CHRIS HOBSON ENDOWED SCHOLARSHIP	25,000
LITERACY ACTION INC 100 EDGEWOOD AVE SUITE 650 ATLANTA, GA 30303	N/A	PC	LEARNING LAB EXPANSION	30,000
ARMY WAR COLLEGE FOUNDATION INCORPORATED 122 FORBES AVE CARLISLE, PA 170135248	N/A	PC	OPERATING EXPENSES	35,000
CHILDREN'S HEALTHCARE OF ATLANTA INC 1577 NORTHEAST EXPRESSWAY SUITE A ATLANTA, GA 30329	N/A	PC	PRIMARY CARE CLINIC AT HUGHES SPALDING & EFFORTS TO GAIN CERTIFIED PATIENT CENTER MEDICAL HOME STATUS	100,000
AMERICAN RED CROSS- METROPOLITAN ATLANTA CHAPTER 1955 MONROE DRIVE NE ATLANTA, GA 30324	N/A	PC	SERVICES TO THE ARMED FORCES IN GEORGIA PROGRAM	100,000
EAST LAKE FOUNDATION INC 2606 ALSTON DR SE ATLANTA, GA 30317	N/A	PC	3RD PAYMENT OF A 4 YEAR PLEDGE TO SUPPORT EXPANSION OF DREW CHARTER SCHOOL	125,000
ALVIN AILEY DANCE FOUNDATION INC 405 WEST 55TH STREET NEW YORK, NY 10019	N/A	PC	1ST PAYMENT OF 2 YEAR PLEDGE TO SUPPORT EDUCATIONAL PROGRAMS	125,000
Total  3a				1,532,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GEORGIA TECH FOUNDATION INC 760 SPRING ST NW SUITE 102 ATLANTA,GA 303081123	N/A	PC	3RD PAYMENT OF A 5 YEAR PLEDGE TO SUPPORT GEORGIA TECH PROMISE SCHOLARSHIP PROGRAM	200,000
SMITHSONIAN INSTITUTION PO BOX 37012 WASHINGTON,DC 200137012	N/A	PC	2ND PAYMENT OF A 5 YEAR PLEDGE FOR THE CONSTRUCTION AND DESIGN OF THE NEW NATIONAL MUSEUM OF AFRICAN AMERICAN HISTORY AND CULTURE	200,000
FOUNDATION FOR MISSISSIPPI HISTORY PO BOX 571 JACKSON,MS 392050571	N/A	PC	2 MISSISSIPPI MUSEUM INITIATIVES	250,000
GEORGIA TECH FOUNDATION INC 760 SPRING ST NW SUITE 102 ATLANTA,GA 303081123	N/A	PC	4TH PAYMENT OF A 5 YEAR PLEDGE FOR THE ENERGY CONSERVATION & SUSTAINABILITY INITIATIVE	260,000
Total  3a				1,532,500

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2014
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Name of the organization SOUTHERN COMPANY CHARITABLE FOUNDATION INC	Employer identification number 58-2514027
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Organization type (check one)

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Employer identification number
58-2514027

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE SOUTHERN COMPANY 30 IVAN ALLEN JR BOULEVARD NW ATLANTA, GA 30308	\$ 13,000,000	Person Payroll Noncash ☒ ☐ ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash ☐ ☐ ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash ☐ ☐ ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash ☐ ☐ ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash ☐ ☐ ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash ☐ ☐ ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash ☐ ☐ ☐ (Complete Part II for noncash contributions)

Name of organization SOUTHERN COMPANY CHARITABLE FOUNDATION INC	Employer identification number 58-2514027
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Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____

Name of organization SOUTHERN COMPANY CHARITABLE FOUNDATION INC	Employer identification number 58-2514027
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Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

TY 2014 Accounting Fees Schedule

Name: SOUTHERN COMPANY CHARITABLE FOUNDATION INC

EIN: 58-2514027

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,400	0		2,400

**TY 2014 Investments Corporate
Bonds Schedule**

Name: SOUTHERN COMPANY CHARITABLE FOUNDATION INC
EIN: 58-2514027

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CAPITAL GUARDIAN - ISHARES CORE	6,245,566	6,245,566

TY 2014 Investments Corporate
Stock Schedule

Name: SOUTHERN COMPANY CHARITABLE FOUNDATION INC
EIN: 58-2514027

Name of Stock	End of Year Book Value	End of Year Fair Market Value
J P MORGAN - CMG/MUT/TRUST FUNDS	11,459,277	11,459,277
EARNEST PARTNERS- ACTIVISION BLIZZ	436,953	436,953
EARNEST PARTNERS- AFLAC INC	412,663	412,663
EARNEST PARTNERS- AGILENT TECH INC	397,118	397,118
EARNEST PARTNERS- AMERISOURCEBERGE	549,976	549,976
EARNEST PARTNERS- APACHE CORP	297,056	297,056
EARNEST PARTNERS- AUTODESK INC	849,248	849,248
EARNEST PARTNERS- AUTOMATIC DATA	545,657	545,657
EARNEST PARTNERS- BANK OF AMERICA	550,779	550,779
EARNEST PARTNERS- BECTON DICKINSON	559,423	559,423
EARNEST PARTNERS- BOEING CO/THE	694,093	694,093
EARNEST PARTNERS- CF INDUSTRIES HOLDINGS INC.	452,961	452,961
EARNEST PARTNERS- CHUBB CORP	454,233	454,233
EARNEST PARTNERS- COMCAST CORP-A	704,531	704,531
EARNEST PARTNERS- CORNING INC	474,422	474,422
EARNEST PARTNERS- CUMMINS INC	398,630	398,630
EARNEST PARTNERS- DARDEN RESTAURANT	560,796	560,796
EARNEST PARTNERS- DEVON ENERGY CO	371,545	371,545
EARNEST PARTNERS- DUKE ENERGY CORP	413,356	413,356
EARNEST PARTNERS- EMC CORP/MA	536,212	536,212
EARNEST PARTNERS- EXELON CORP	400,279	400,279
EARNEST PARTNERS- EXPRESS SCRIPTS	799,285	799,285
EARNEST PARTNERS- EXXON MOBIL CORP	363,883	363,883
EARNEST PARTNERS- FREEPORT-MCMORAN	292,818	292,818
EARNEST PARTNERS- GENERAL DYNAMICS	835,353	835,353
EARNEST PARTNERS- GOLDMAN SACHS GP	587,305	587,305
EARNEST PARTNERS- IBM	535,067	535,067
EARNEST PARTNERS- INTEL CORP	776,425	776,425
EARNEST PARTNERS- INTERCONTINENTAL	436,387	436,387
EARNEST PARTNERS- INTUIT INC	1,014,643	1,014,643

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EARNEST PARTNERS- JOHNSON CONTROLS	632,771	632,771
EARNEST PARTNERS- JPMORGAN CHASE	651,458	651,458
EARNEST PARTNERS- KIMBERLY-CLARK	316,580	316,580
EARNEST PARTNERS- KROGER CO	612,884	612,884
EARNEST PARTNERS- LOEWS CORP	267,247	267,247
EARNEST PARTNERS- MCKESSON CORP	790,880	790,880
EARNEST PARTNERS- MORGAN STANLEY	412,832	412,832
EARNEST PARTNERS- NORTHERN TRUST	280,047	280,047
EARNEST PARTNERS- OCCIDENTAL PETE	426,024	426,024
EARNEST PARTNERS- PROGRESSIVE CORP	356,268	356,268
EARNEST PARTNERS- SCHLUMBERGER LTD	410,822	410,822
EARNEST PARTNERS- TARGET CORP	456,978	456,978
EARNEST PARTNERS- TJX COS INC	976,168	976,168
EARNEST PARTNERS- TRANSOCEAN LTD	147,007	147,007
EARNEST PARTNERS- UNION PAC CORP	871,198	871,198
EARNEST PARTNERS- UNITEDHEALTH GRP	826,411	826,411
EARNEST PARTNERS- AMERICAN TOWER CORP	569,376	569,376
EARNEST PARTNERS- CALIFORNIA RESOURCES CORP	11,626	11,626
EARNEST PARTNERS- DOVER CORP	314,134	314,134
EARNEST PARTNERS- DISNEY WALT CO NEW	923,345	923,345
EARNEST PARTNERS- ANTHEM INC	594,419	594,419
EARNEST PARTNERS- CDK GLOBAL HOLDINGS LLC	88,898	88,898
EARNEST PARTNERS- KEYSIGHT TECHNOLOGIES INC	163,785	163,785
EARNEST PARTNERS- ON SEMICONDUCTOR CORP	446,184	446,184

TY 2014 Investments Government Obligations Schedule

Name: SOUTHERN COMPANY CHARITABLE FOUNDATION INC

EIN: 58-2514027

US Government Securities - End of

Year Book Value:

20,044,215

US Government Securities - End of

Year Fair Market Value:

20,044,215

**State & Local Government
Securities - End of Year Book**

Value:

0

**State & Local Government
Securities - End of Year Fair**

Market Value:

0

TY 2014 Other Assets Schedule

Name: SOUTHERN COMPANY CHARITABLE FOUNDATION INC

EIN: 58-2514027

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
RECEIVABLES - INTEREST	5	12	12
RECEIVABLES - DIVIDENDS	32,251	39,154	39,154

TY 2014 Other Decreases Schedule

Name: SOUTHERN COMPANY CHARITABLE FOUNDATION INC

EIN: 58-2514027

Description	Amount
UNREALIZED LOSS - J P MORGAN	495,448

TY 2014 Other Expenses Schedule**Name:** SOUTHERN COMPANY CHARITABLE FOUNDATION INC**EIN:** 58-2514027

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	280,600	280,600		0
J P MORGAN INTERNATIONAL EQUITY FUND, LLC (33-1081686)	0	5,607		0
MISCELLANEOUS	4,170	0		4,170
SOUTHERN COMPANY CHARITABLE TRUST (61-6339943) - INVESTMENT FEES	0	3,580		0
J P MORGAN INTERNATIONAL EQUITY FUND, LLC (33-1081686) LOSSES	0	17,807		0
SOUTHERN COMPANY CHARITABLE TRUST (61-6339943) - LOSSES	0	22,887		0

TY 2014 Other Income Schedule

Name: SOUTHERN COMPANY CHARITABLE FOUNDATION INC

EIN: 58-2514027

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EARNEST PARTNERS - OTHER INCOME	1,325	1,325	1,325

TY 2014 Other Increases Schedule**Name:** SOUTHERN COMPANY CHARITABLE FOUNDATION INC**EIN:** 58-2514027

Description	Amount
UNREALIZED GAIN - EARNEST PARTNERS	2,644,873
UNREALIZED GAIN - CAPITAL GUARDIAN	895,996

TY 2014 Taxes Schedule**Name:** SOUTHERN COMPANY CHARITABLE FOUNDATION INC**EIN:** 58-2514027

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES PAID	24,581	0		0
SOUTHERN COMPANY CHARITABLE TRUST (61-6339943) - FOREIGN TAXES PAID	0	31		0
J P MORGAN INTERNATIONAL EQUITY FUND, LLC (33-1081686) - FOREIGN TAXES	0	4,160		0