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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE CHATHAM FOUNDATION		A Employer identification number 58-6033047
Number and street (or P.O. box number if mail is not delivered to street address) POST OFFICE BOX 1313	Room/suite	B Telephone number 912-651-5153
City or town, state or province, country, and ZIP or foreign postal code SAVANNAH, GA 31402-1313		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,283,301.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

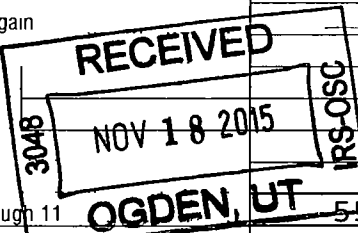
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		63.	63.		STATEMENT 1
4 Dividends and interest from securities		149,864.	149,864.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		396,965.			
b Gross sales price for all assets on line 6a		4,600,675.			
7 Capital gain net income (from Part IV, line 2)			396,965.		
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		4,788.	4,788.		STATEMENT 3
12 Total. Add lines 1 through 11		551,680.	551,680.		
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 4 3,200.	1,920.		1,280.
c Other professional fees		STMT 5 60,866.	36,520.		24,346.
17 Interest					
18 Taxes		STMT 6 16,246.	592.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		STMT 7 20,620.	12,372.		8,248.
24 Total operating and administrative expenses. Add lines 13 through 23		100,932.	51,404.		33,874.
25 Contributions, gifts, grants paid		262,500.			262,500.
26 Total expenses and disbursements. Add lines 24 and 25		363,432.	51,404.		296,374.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		188,248.			
b Net investment income (if negative, enter -0-)			500,276.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

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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	239,247.	101,178.	101,178.
	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 8	4,924,407.	5,420,254.	6,172,692.
	c Investments - corporate bonds STMT 9	5,632.	9,177.	9,431.
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	173,075.	0.	0.
	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 I)	5,342,361.	5,530,609.	6,283,301.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
Net Assets or Fund Balances	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,342,361.	5,530,609.	
	30 Total net assets or fund balances	5,342,361.	5,530,609.	
	31 Total liabilities and net assets/fund balances	5,342,361.	5,530,609.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,342,361.
2 Enter amount from Part I, line 27a	2	188,248.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,530,609.
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	5,530,609.

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 PUBLICLY TRADED SECURITIES - MERRILL	P	07/01/12	07/01/14
b PUBLICLY TRADED SECURITIES - MORGAN	P	07/01/13	02/28/14
c PUBLICLY TRADED SECURITIES - MORGAN	P	07/01/12	07/01/14
d PUBLICLY TRADED SECURITIES - WELLS FARGO	P	03/31/14	12/31/14
e CAPITAL GAINS DIVIDENDS			

(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 992,614.		806,708.	185,906.
b 1,298,799.		1,286,022.	12,777.
c 1,440,213.		1,244,673.	195,540.
d 848,203.		866,307.	<18,104.>
e 20,846.			20,846.

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			185,906.
b			12,777.
c			195,540.
d			<18,104.>
e			20,846.

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	396,965.
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))
2013	305,468.	5,787,849.	.052777
2012	290,086.	5,215,245.	.055623
2011	307,245.	5,190,748.	.059191
2010	322,801.	5,122,905.	.063011
2009	339,054.	5,527,592.	.061338
2 Total of line 1, column (d)			2 .291940
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 .058388
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 6,016,806.
5 Multiply line 4 by line 3			5 351,309.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,003.
7 Add lines 5 and 6			7 356,312.
8 Enter qualifying distributions from Part XII, line 4			8 296,374.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	10,006.
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	10,006.
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	10,006.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	9,720.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	15,720.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	33.	
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	5,681.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 5,681. Refunded <input type="checkbox"/>	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?		X
1b 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► 912-651-5153 Located at ► P. O. BOX 1313, SAVANNAH, GA ZIP+4 ► 31402			
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	
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? N/A	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years: , , ,		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) 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 2014?	4b	X

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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)?

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 11		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
NONE				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,108,432.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,108,432.
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	6,108,432.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,626.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,016,806.
6	Minimum investment return. Enter 5% of line 5	6	300,840.

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	300,840.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	10,006.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,006.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	290,834.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	290,834.
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	290,834.

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	296,374.
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	296,374.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	296,374.

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				290,834.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	64,436.			
b From 2010	71,895.			
c From 2011	50,460.			
d From 2012	32,295.			
e From 2013	25,770.			
f Total of lines 3a through e	244,856.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 296,374.				
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				290,834.
e Remaining amount distributed out of corpus	5,540.			
5 Excess distributions carryover applied to 2014 (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	250,396.			
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 instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
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	64,436.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	185,960.			
10 Analysis of line 9:				
a Excess from 2010	71,895.			
b Excess from 2011	50,460.			
c Excess from 2012	32,295.			
d Excess from 2013	25,770.			
e Excess from 2014	5,540.			

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED LIST. ORGANIZATIONS ARE GENERALLY LOCATED IN SAVANNAH, GA P. O. BOX 1313 SAVANNAH, GA 31402	NONE	NONE	GENERAL SUPPORT OF CHARITABLE ORGANIZATION	262,500.
Total			3a	262,500.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	63.		
4 Dividends and interest from securities			14	149,864.		
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			14	4,788.		
8 Gain or (loss) from sales of assets other than inventory			18	396,965.		
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.		551,680.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	551,680.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Itemized Categories - Last year

1/1/2014 through 12/31/2014

Contributions 2014

Date	Account	Num	Description	Clr	Amount
EXPENSES					
Contribution					-262,500.00
2/3/2014	Savannah Ba...	1409	Savannah Book Festival	R	-262,500.00
2/3/2014	Savannah Ba...	1410	Coastal Empire Council/Boy Scouts	R	-5,000.00
2/3/2014	Savannah Ba...	1411	Georgia Conservancy	R	-2,500.00
2/3/2014	Savannah Ba...	1412	Girl Scout Council Of Savannah	R	-2,500.00
2/3/2014	Savannah Ba ..	1413	Goodwill Industries Of The Coastal Empir	R	-1,000.00
2/3/2014	Savannah Ba...	1414	Greenbriar Children's Center	R	-1,000.00
2/3/2014	Savannah Ba...	1415	Heads-Up Guidance Services	R	-500.00
2/3/2014	Savannah Ba. .	1416	Historic Savannah Foundation	R	-1,000.00
2/3/2014	Savannah Ba...	1417	Inner City Night Shelter	R	-1,000.00
2/3/2014	Savannah Ba...	1418	Junior Achievement Of Savannah	R	-2,500.00
2/3/2014	Savannah Ba...	1419	Park Place Outreach, Inc.	R	-1,000.00
2/3/2014	Savannah Ba...	1420	Prevent Blindness	R	-1,000.00
2/3/2014	Savannah Ba...	1421	American Red Cross - Savannah Chapter	R	-10,000.00
2/3/2014	Savannah Ba...	1422	Royce Learning Center	R	-2,000.00
2/3/2014	Savannah Ba...	1423	The Salvation Army	R	-1,000.00
2/3/2014	Savannah Ba...	1424	The Savannah Music Festival	R	-5,000.00
2/3/2014	Savannah Ba...	1425	American Traditions Competition Inc.	R	-5,000.00
2/3/2014	Savannah Ba...	1426	Social Apostolate	R	-1,000.00
2/3/2014	Savannah Ba...	1427	Savannah Speech & Hearing Center	R	-5,000.00
2/3/2014	Savannah Ba...	1428	United Way Of The Coastal Empire	R	-30,000.00
2/3/2014	Savannah Ba. .	1429	Victor B Jenkins Boys Club	R	-1,000.00
2/3/2014	Savannah Ba...	1430	YMCA - West Broad Street	R	-1,000.00
2/3/2014	Savannah Ba...	1431	Benedictine Military School	R	-20,000.00
2/3/2014	Savannah Ba...	1432	Hospice Of Savannah	R	-10,000.00
2/3/2014	Savannah Ba...	1433	Memorial Health Foundation	R	-5,000.00
2/3/2014	Savannah Ba...	1434	Second Harvest Food Bank	R	-10,000.00
2/3/2014	Savannah Ba...	1435	YMCA Of Coastal Georgia, Inc.	R	-15,000.00
2/3/2014	Savannah Ba...	1436	St. Vincent's Academy	R	-15,000.00
2/3/2014	Savannah Ba...	1437	Savannah Benevolent Association	R	-200.00
2/3/2014	Savannah Ba...	1438	St. Vincent's Academy	R	-500.00
2/3/2014	Savannah Ba...	1439	YMCA Of Coastal Georgia, Inc.	R	-750.00
2/3/2014	Savannah Ba...	1440	Coastal Conservation Association Georgia	R	-1,000.00
2/3/2014	Savannah Ba...	1441	The Savannah Music Festival	R	-2,500.00
2/3/2014	Savannah Ba...	1442	The Savannah Music Festival	R	-2,500.00
2/6/2014	Savannah Ba...	1443	Savannah Country Day School	R	-10,000.00

Itemized Categories - Last year

1/1/2014 through 12/31/2014

Date	Account	Num	Description	Clr	Amount
2/6/2014	Savannah Ba... 1444		Savannah Tree Foundation	R	-1,000.00
2/6/2014	Savannah Ba... 1445		Hospice Of Savannah	R	-1,000.00
2/6/2014	Savannah Ba... 1446		Savannah Book Festival	R	-1,000.00
2/6/2014	Savannah Ba... 1447		YMCA Of Coastal Georgia, Inc.	R	-1,000.00
2/6/2014	Savannah Ba... 1448		The Live Oak Public Libraries Fdn Inc	R	-1,000.00
2/7/2014	Savannah Ba... 1449		Christ Church Anglican	R	-5,000.00
2/7/2014	Savannah Ba... 1450		Georgia Historical Society	R	-3,000.00
2/7/2014	Savannah Ba... 1451		Junior Achievement Of Savannah	R	-2,500.00
3/7/2014	Savannah Ba... 1452		Benedictine Military School	R	-5,500.00
3/7/2014	Savannah Ba... 1453		St. Vincent's Academy	R	-5,500.00
3/7/2014	Savannah Ba... 1454		Diocese Of Savannah	R	-1,000.00
3/7/2014	Savannah Ba... 1455		The Notre Dame Club	R	-200.00
3/26/2014	Savannah Ba... 1456		**VOID**Agape Family Life Center, Inc.	R	0.00
5/6/2014	Savannah Ba... 1459		Agape Family Life Center, Inc	R	-4,000.00
5/16/2014	Savannah Ba... 1458		St Michael's Church	R	-2,000.00
6/25/2014	Savannah Ba... 1460		Georgia Southern Foundation	R	-2,000.00
6/25/2014	Savannah Ba... 1461		Benedictine Military School	R	-3,500.00
6/25/2014	Savannah Ba . 1462		Savannah Ambucs	R	-1,000.00
6/25/2014	Savannah Ba . 1463		Memorial Health Foundation	R	-1,000.00
6/25/2014	Savannah Ba... 1464		St. Vincent's Academy	R	-1,000.00
6/25/2014	Savannah Ba... 1465		The Stuart F. Sligh Memorial Foundation	R	-1,000.00
7/1/2014	Savannah Ba... 1466		Southeastern Firefighters Burn Foundation	R	-250.00
7/1/2014	Savannah Ba... 1467		Ricky Mcallister Foundation, Inc.	R	-450.00
7/14/2014	Savannah Ba... 1468		Savannah Mission Bible Training Center	R	-1,000.00
8/18/2014	Savannah Ba... 1470		Savannah Early Childhood Foundation	R	-100.00
8/18/2014	Savannah Ba... 1471		United Way Of The Coastal Empire	R	-10,000.00
8/25/2014	Savannah Ba... 1472		Coastal Georgia Council	R	-5,000.00
10/9/2014	Savannah Ba... 1474		Savannah Book Festival	R	-1,000.00
10/23/2014	Savannah Ba . 1475		Blessed Sacrament Catholic School	R	-2,500.00
11/12/2014	Savannah Ba... 1476		The Empty Stocking Fund	R	-100.00
11/14/2014	Savannah Ba... 1477		Benedictine Military School	R	-250.00
11/21/2014	Savannah Ba... 1479		Savannah Mission Bible Training Center	R	-800.00
11/21/2014	Savannah Ba... 1480		Whitefield Foundation And Cener Inc.	R	-500.00
11/21/2014	Savannah Ba... 1481		Savannah Book Festival	R	-2,000.00
11/21/2014	Savannah Ba... 1482		Savannah Tree Foundation	R	-500.00
11/21/2014	Savannah Ba... 1483		Senior Citizens, Inc.	R	-2,500.00
11/21/2014	Savannah Ba... 1484		Maritime Bethel At Savannah (MBS)	R	-2,000.00
11/21/2014	Savannah Ba... 1485		Agape Family Life Center, Inc.	R	-4,000.00

Itemized Categories - Last year

1/1/2014 through 12/31/2014

Date	Account	Num	Description	Clr	Amount
11/21/2014	Savannah Ba...	1486	Ossabaw Island Foundation	R	-500.00
12/9/2014	Savannah Ba...	1488	The Savannah Music Festival	R	-2,500.00
12/9/2014	Savannah Ba...	1489	Savannah Book Festival	R	-5,000.00
12/9/2014	Savannah Ba...	1490	Chatham-Savannah Citizen Advocacy	R	-2,400.00
12/9/2014	Savannah Ba...	1491	Victor B Jenkins Boys Club	R	-1,000.00
OVERALL TOTAL					-262,500.00

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	19.	19.	
MORGAN STANLEY	34.	34.	
WELLS FARGO	10.	10.	
TOTAL TO PART I, LINE 3	63.	63.	

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
DIVIDENDS - STOCKS/ETF/MUTUAL FUNDS	170,331.	20,846.	149,485.	149,485.	
INTEREST - SECURITIES	379.	0.	379.	379.	
TO PART I, LINE 4	170,710.	20,846.	149,864.	149,864.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES DB - OTHER INVESTMENT INCOME	4,788.	4,788.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,788.	4,788.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,200.	1,920.		1,280.
TO FORM 990-PF, PG 1, LN 16B	3,200.	1,920.		1,280.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	60,866.	36,520.		24,346.
TO FORM 990-PF, PG 1, LN 16C	60,866.	36,520.		24,346.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	592.	592.		0.
FEDERAL EXCISE TAXES	15,654.	0.		0.
TO FORM 990-PF, PG 1, LN 18	16,246.	592.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NONEMPLOYEE COMPENSATION	575.	345.		230.
SHARED EXPENSES - SALARY & OCCUPANCY REIMBURSEMENT	20,000.	12,000.		8,000.
BANK SERVICE CHARGES	45.	27.		18.
TO FORM 990-PF, PG 1, LN 23	20,620.	12,372.		8,248.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS & MUTUAL FUNDS	5,420,254.	6,172,692.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,420,254.	6,172,692.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE & INTERNATIONAL BONDS	9,177.	9,431.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,177.	9,431.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE
ALTERNATIVE INVESTMENTS	COST	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM W. SPRAGUE, III P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
ODILO BLANCO P. O. BOX 1313 SAVANNAH, GA 31402	SECRETARY 1.00	0.	0.	0.
COURTNEY FLEXON P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
MARION MCKENNA P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
BENJAMIN OXNARD, III P. O. BOX 1313 SAVANNAH, GA 31402	CHAIRMAN 1.00	0.	0.	0.
WILLIAM W. SPRAGUE, JR. P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.