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EXTENDED TO MAY 16, 2016

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning JUL 1, 2014 , and ending JUN 30, 2015

Name of foundation

THE SANDRIDGE FOUNDATION

A Employer identification number

58-6369441

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

457 MANOR RIDGE DRIVE, N.W.

B Telephone number

(404)355-8297

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

ATLANTA, GA 30305-3509

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 897,088.

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

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

SCANNED MAY 26 2016

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	31,717.	31,717.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	39,144.			STATEMENT 1
	b Gross sales price for all assets on line 6a 313,385.				
	7 Capital gain net income (from Part IV, line 2)		51,548.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	70,861.	83,265.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	5,696.	4,272.		1,424.
	c Other professional fees STMT 4	8,539.	8,539.		0.
	17 Interest				
	18 Taxes STMT 5	1,299.	299.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	19.	19.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	15,553.	13,129.		1,424.
	25 Contributions, gifts, grants paid	50,000.			50,000.
	26 Total expenses and disbursements. Add lines 24 and 25	65,553.	13,129.		51,424.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5,308.			
	b Net investment income (if negative, enter -0-)		70,136.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	27,974.	24,219.	24,219.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	571,989.	570,909.	647,656.
	c Investments - corporate bonds STMT 8	185,771.	200,903.	194,194.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 9	33,416.	28,427.	31,019.
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	819,150.	824,458.	897,088.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	819,150.	824,458.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	819,150.	824,458.	
	31 **Total liabilities and net assets/fund balances**	819,150.	824,458.	

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	819,150.
2	Enter amount from Part I, line 27a	2	5,308.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	824,458.
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	824,458.

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	STATEMENT D-1	P	VARIOUS	VARIOUS
b	ROC - GOVERNMENT NATIONAL MTG ASSN II	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	298,792.		256,848.	41,944.
b	4,989.		4,989.	0.
c	9,604.			9,604.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				41,944.
b				0.
c				9,604.
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	51,548.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	46,704.	931,586.	.050134
2012	41,859.	882,630.	.047425
2011	35,981.	838,771.	.042897
2010	24,374.	797,074.	.030579
2009	60,706.	753,680.	.080546

2	**Total** of line 1, column (d)	2	.251581
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	.050316
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	942,541.
5	Multiply line 4 by line 3	5	47,425.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	701.
7	Add lines 5 and 6	7	48,126.
8	Enter qualifying distributions from Part XII, line 4	8	51,424.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	701.
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	701.
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	701.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 2,288.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	2,288.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,587.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 1,587. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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?		Yes	No
		16		X
	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 ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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 10		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		0.

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	912,171.
b	Average of monthly cash balances	1b	44,723.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	956,894.
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	956,894.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,353.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	942,541.
6	**Minimum investment return** Enter 5% of line 5	6	47,127.

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	47,127.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	701.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	701.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	46,426.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	46,426.
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	46,426.

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	51,424.
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	51,424.
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	701.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	50,723.

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				46,426.
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 23,552.				
b From 2010				
c From 2011				
d From 2012				
e From 2013 1,493.				
f **Total** of lines 3a through e	25,045.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 51,424.				
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				46,426.
e Remaining amount distributed out of corpus	4,998.			
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	30,043.			
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	23,552.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	6,491.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013 1,493.				
e Excess from 2014 4,998.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AILEY UNITED METHODIST CHURCH W. COLLEGE STREET AILEY, GA 30410	N/A	PUBLIC	RELIGIOUS	10,000.
BREWTON-PARKER COLLEGE US 280 @ 201 DAVID-ELIZA CIRCLE MOUNT VERNON, GA 30445	N/A	PUBLIC	GENERAL EDUCATIONAL FUND	10,000.
GEORGIA COLLEGE STATE UNIVERSITY FOUNDATION CAMPUS BOX 96 MILLEDGEVILLE, GA 31061	N/A	PUBLIC	ANNUAL CONTRIBITON FOR EDUCATIONAL SUPPORT	10,000.
PAUL ANDERSON YOUTH HOME 1603 MCINTOSH STREET VIDALIA, GA 30474	N/A	PUBLIC	CIVIC - GENERAL FUNDS	10,000.
REINHARDT COLLEGE 7300 REINHARDT COLLEGE CIRCLE WALESKA, GA 30183	N/A	PUBLIC	GENERAL EDUCATIONAL FUND	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	50,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	31,717.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	39,144.	
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.		70,861.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	70,861.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Signature of officer or trustee: Hugh L. Peterson J. | Date: 5/12/16 | Title: Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHEN BERMAN	Stephen M. Berman, CPA	5/12/16		P00031703

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

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

Form **990-PF** (2014)

423622
11-24-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE FOUNDATION OF WESLEY WOODS 1817 CLIFTON ROAD NE ATLANTA, GA 30329	N/A	PUBLIC	GENERAL FUNDS TO ASSIST SENIOR LIVING	1,000.
THE SALVATION ARMY 1000 CENTER PLACE NORCROSS, GA 30093	N/A	PUBLIC	CIVIC - GENERAL FUNDS	4,000.
Total from continuation sheets				5,000.

Common Stocks

ALTRIA GROUP INC	356.000	48.910	17,411.96	1.95	5,884.76	740	185.12	4.25
Acct: 7938066	*356.000*	*48.910*	*17,411.96*	*1.95*	*5,884.76*	*740*	*185.12*	*4.25*
AMERICAN ELEC PWR INC	87.000	52.970	4,608 39	0.52	3,285.13	184	0.00	4.00
Acct: 7938066	*87.000*	*52.970*	*4,608.39*	*0.52*	*3,285.13*	*184*	*0.00*	*4.00*
AT&T INC	516.000	35.520	18,328.32	2.05	13,774.14	970	0.00	5.29
Acct: 7938066	*516.000*	*35.520*	*18,328.32*	*2.05*	*13,774.14*	*970*	*0.00*	*5.29*
BANK OF AMERICA CORP	400.000	17.020	6,808.00	0.76	14,708.85	80	0.00	1.17
Acct: 7936980	*400.000*	*17.020*	*6,808.00*	*0.76*	*14,708.85*	*80*	*0.00*	*1.17*
BCE INC	346.000	42.500	14,705.00	1.65	14,879.67	746	186.70	5.08
Acct: 7938066	*346.000*	*42.500*	*14,705.00*	*1.65*	*14,879.67*	*746*	*186.70*	*5.08*
BP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	398.000	39.960	15,904 08	1.78	16,946.68	947	0.00	5.96
Acct: 7938066	*398.000*	*39.960*	*15,904.08*	*1.78*	*16,946.68*	*947*	*0.00*	*5.96*
BRANDES INTERNATIONAL SMALL CAP EQUITY FUND	874.890	13.100	11,461.06	1.28	12,483.35	169	0.00	1.48
Acct: 7936980	*874.890*	*13.100*	*11,461.06*	*1.28*	*12,483.35*	*169*	*0.00*	*1.48*
CHEVRON CORPORATION	86.000	96.470	8,296.42	0.93	9,011.65	368	0.00	4.44
Acct: 7938066	*86.000*	*96.470*	*8,296.42*	*0.93*	*9,011.65*	*368*	*0.00*	*4.44*

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
COCA COLA CO	180.000	39.230	7,061.40	0.79	7,039.84	237	59.40	3.36
Acct: 7938066	*180.000*	*39.230*	*7,061.40*	*0.79*	*7,039.84*	*237*	*59.40*	*3.36*
DFA INTERNATIONAL CORE EQUITY FUND	4,785.706	12.320	58,959.90	6.60	55,855.98	1,483	0.00	2.52
Acct: 7936980	*4,785.706*	*12.320*	*58,959.90*	*6.60*	*55,855.98*	*1,483*	*0.00*	*2.52*
DOMINION RESOURCES INC	129.000	66.870	8,626.23	0.97	6,302.40	334	0.00	3.87
Acct: 7938066	*129.000*	*66.870*	*8,626.23*	*0.97*	*6,302.40*	*334*	*0.00*	*3.87*
DUKE ENERGY CORP	200.000	70.620	14,124.00	1.58	11,336.03	636	0.00	4.50
Acct: 7938066	*200.000*	*70.620*	*14,124.00*	*1.58*	*11,336.03*	*636*	*0.00*	*4.50*
EATON VANCE ATLANTA CAPITAL SMID CAP FUND	988.446	27.510	27,192.15	3.05	17,536.83	0	0.00	0.00
Acct: 7936980	*988.446*	*27.510*	*27,192.15*	*3.05*	*17,536.83*	*0*	*0.00*	*0.00*
GENERAL MLS INC	131.000	55.720	7,299.32	0 82	6,876.34	230	0.00	3.16
Acct: 7938066	*131.000*	*55.720*	*7,299.32*	*0.82*	*6,876.34*	*230*	*0.00*	*3.16*
GLAXO SMITHKLINE SPONSORED AMERICAN DEPOSITORY RECEIPT	454.000	41.650	18,909.10	2.12	20,037.64	1,147	217.89	6.07
Acct: 7938066	*454.000*	*41.650*	*18,909.10*	*2.12*	*20,037.64*	*1,147*	*217.89*	*6.07*
HCP INC REAL ESTATE INVESTMENT TRUST	223.000	36.470	8,132.81	0.91	8,275.86	503	0.00	6.20
Acct: 7938066	*223.000*	*36.470*	*8,132.81*	*0.91*	*8,275 86*	*503*	*0.00*	*6.20*
HEALTH CARE REIT INC REAL ESTATE INVESTMENT TRUST	121.000	65.630	7,941.23	0.89	6,121.99	399	0.00	5.03
Acct: 7938066	*121.000*	*65.630*	*7,941.23*	*0.89*	*6,121.99*	*399*	*0.00*	*5.03*
JOHNSON & JOHNSON	93.000	97.460	9,063.78	1.02	5,019.14	279	0.00	3.08
Acct: 7938066	*93.000*	*97.460*	*9,063.78*	*1.02*	*5,019.14*	*279*	*0.00*	*3.08*
KIMBERLY CLARK CORP	94.000	105.970	9,961.18	1.12	4,714.75	330	82.72	3.32
Acct: 7938066	*94.000*	*105.970*	*9,961.18*	*1.12*	*4,714.75*	*330*	*82.72*	*3.32*
KINDER MORGAN INC	106.000	38.390	4,069.34	0.46	4,353.74	203	0.00	5.00
Acct: 7938066	*106.000*	*38.390*	*4,069.34*	*0.46*	*4,353.74*	*203*	*0.00*	*5.00*

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
KRAFT FOODS GROUP INC	299.000	85.140	25,456.86	2.85	14,359.35	657	0.00	2.58
Acct: 7938066	*299.000*	*85.140*	*25,456.86*	*2.85*	*14,359.35*	*657*	*0.00*	*2.58*
MCDONALDS CORP	167.000	95.070	15,876 69	1.78	14,777.56	567	0.00	3.58
Acct: 7938066	*167.000*	*95.070*	*15,876 69*	*1 78*	*14,777.56*	*567*	*0.00*	*3.58*
MERCK & CO INC	287.000	56.930	16,338.91	1.83	10,971.25	516	129.15	3.16
Acct: 7938066	*287.000*	*56 930*	*16,338.91*	*1 83*	*10,971.25*	*516*	*129.15*	*3.16*
NATIONAL GRID PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	282.000	64.570	18,208.74	2.04	14,483.00	938	0.00	5.15
Acct: 7938066	*282.000*	*64.570*	*18,208.74*	*2.04*	*14,483.00*	*938*	*0.00*	*5.15*
OMEGA HEALTHCARE INVS INC REAL ESTATE INVESTMENT TRUST	152.000	34.330	5,218.16	0.58	5,557.10	328	0.00	6.29
Acct: 7938066	*152.000*	*34.330*	*5,218.16*	*0 58*	*5,557.10*	*328*	*0.00*	*6.29*
OPPENHEIMER DEVELOPING MARKETS FUND	895.240	34.890	31,234.92	3.50	29,991.51	200	0.00	0.64
Acct: 7936980	*895.240*	*34.890*	*31,234.92*	*3 50*	*29,991.51*	*200*	*0.00*	*0.64*
PEPSICO INC	50.000	93.340	4,667.00	0.52	3,066.73	140	0.00	3.01
Acct: 7938066	*50.000*	*93.340*	*4,667.00*	*0 52*	*3,066.73*	*140*	*0.00*	*3.01*
PHILIP MORRIS INTERNATIONAL	240.000	80.170	19,240.80	2.15	16,519.75	960	216.00	4.99
Acct: 7938066	*240.000*	*80.170*	*19,240 80*	*2.15*	*16,519.75*	*960*	*216.00*	*4.99*
PPL CORPORATION	287.000	29.470	8,457.89	0.95	7,510.89	427	106.91	5.06
Acct: 7938066	*287.000*	*29.470*	*8,457.89*	*0.95*	*7,510 89*	*427*	*106.91*	*5.06*
PROCTER & GAMBLE CO	182.000	78.240	14,239.68	1.59	13,686.01	482	0.00	3.39
Acct: 7938066	*182.000*	*78.240*	*14,239.68*	*1.59*	*13,686.01*	*482*	*0.00*	*3.39*
REALTY INCOME CORP REAL ESTATE INVESTMENT TRUST	118.000	44.390	5,238.02	0.59	5,090.27	269	22.42	5.14
Acct: 7938066	*118.000*	*44.390*	*5,238.02*	*0.59*	*5,090 27*	*269*	*22.42*	*5.14*
REYNOLDS AMERICAN INC	297.000	74.660	22,174.02	2.48	10,710.60	795	198.99	3.59
Acct: 7938066	*297.000*	*74.660*	*22,174 02*	*2.48*	*10,710.60*	*795*	*198.99*	*3.59*

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
ROYAL DUTCH SHELL PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	213.000	57.350	12,215.55	1.37	14,614.63	800	0.00	6.56
Acct: 7938066	*213.000*	*57.350*	*12,215.55*	*1.37*	*14,614.63*	*800*	*0.00*	*6.56*
SANOFI SPONSORED AMERICAN DEPOSITORY RECEIPT	95.000	49.530	4,705.35	0.53	4,222.22	103	0.00	2.19
Acct: 7938066	*95.000*	*49.530*	*4,705.35*	*0.53*	*4,222.22*	*103*	*0.00*	*2.19*
SOUTHERN COMPANY	306.000	41.900	12,821.40	1.44	11,953.04	664	0.00	5.18
Acct: 7938066	*306.000*	*41.900*	*12,821.40*	*1.44*	*11,953.04*	*664*	*0.00*	*5.18*
TOTAL S.A. SPONSORED AMERICAN DEPOSITORY RECEIPT	289.000	49.170	14,210.13	1.59	15,414.93	698	162.92	4.92
Acct: 7938066	*289.000*	*49.170*	*14,210.13*	*1.59*	*15,414.93*	*698*	*162.92*	*4.92*
TOTAL SYSTEM SERVICES INC (*)	300.000	41.770	(*) 12,531.00	1.40	0.00	120	30.00	0.96
Acct: 7936980	*300.000*	*41.770*	*(*) 12,531.00*	*1.40*	*0.00*	*120*	*30.00*	*0.96*
UNILEVER PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	257.000	42.960	11,040.72	1.24	9,763.86	356	0.00	3.23
Acct: 7938066	*257.000*	*42.960*	*11,040.72*	*1.24*	*9,763.86*	*356*	*0.00*	*3.23*
VENTAS INC REAL ESTATE INVESTMENT TRUST	130.000	62.090	8,071.70	0.90	8,033.16	410	0.00	5.09
Acct: 7938066	*130.000*	*62.090*	*8,071.70*	*0.90*	*8,033.16*	*410*	*0.00*	*5.09*
VERIZON COMMUNICATIONS	356.000	46.610	16,593.16	1.86	13,334.41	783	0.00	4.72
Acct: 7938066	*356.000*	*46.610*	*16,593.16*	*1.86*	*13,334.41*	*783*	*0.00*	*4.72*
VODAFONE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	235.000	36.450	8,565.75	0.96	11,605.27	398	273.77	4.65
Acct: 7938066	*235.000*	*36.450*	*8,565.75*	*0.96*	*11,605.27*	*398*	*273.77*	*4.65*
Total Common Stocks			**$565,970.12**	**63.40%**	**$480,110.31** (B)	**$20,613**	**$1,871.99**	**3.64%**
Adj: Total System Services → (*) $12,531.7 − 553,439.12 (A)								
Other								
WASATCH LONG/SHORT FUND	4,447.699	14.100	62,712.56	7.02	63,882.97	0	0.00	0.00

STATEMENT A-1

Combined Statement

Combined Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Other - continued								
Acct: 7936980	*4,447.699*	*14.100*	*62,712.56*	*7.02*	*63,882.97*	*0*	*0.00*	*0.00*
WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND	1,732.763	10.950	18,973.75	2.13	19,183.00	552	0.00	2.91
Acct: 7936980	*1,732.763*	*10.950*	*18,973.75*	*2.13*	*19,183.00*	*552*	*0.00*	*2.91*
Total Other			(A) **$81,686.31**	**9.15%**	**$83,065.97** (B)	**$552**	**$0.00**	**0.67%**

FMV

(A) 635,125.43

Tax Cost Basis

(B) 563,176.28

STATEMENT A-1

THE SANDRIDGE FOUNDATION
EIN: 58-6369441
FORM 990-PF - TAX YEAR ENDING 06/30/15

STATEMENT A-2

BONDS	6/30/2014 Book Basis	6/30/2015 Book Basis	6/30/2015 FMV
DOUBLELINE FDS TR TOTAL RETURN BD FD CL I	32,978.92	33,469.63	32,218.57
EATON VANCE MUT FDS TR FLTG-RT FD CL I	15,887.84	-	-
GOLDMAN SACHS TR LOCAL EMERGING MKTS DEBT FD CL I	13,842.28	-	-
ISHARES BARCLAYS 3-7 YEAR ETF	18,632.01	-	-
ISHARES TREASURY BOND ETF	-	42,320.38	41,908.50
OSTERWEIS STRATEGIC INCOME FUND	15,812.17	23,154.21	22,559.66
PIMCO FDS EMERGING LOCAL BD FD INSTL CL	13,688.97	15,384.94	12,450.34
PIMCO 1-5 YEAR US TIPS INDEX ETF	12,690.70	-	-
PIMCO FDS INVT GRADE CORP BD FD INSTL CL	12,657.00	38,636.09	38,095.24
PRINCIPAL FDS INC PFD SECS FD INSTL CL	36,805.97	28,373.27	27,464.44
VANGUARD MORTGAGE-BACKED SECURITIES INDEX FUND	-	19,564.89	19,496.97
WESTERN ASSET MORTGAGE BACKED SECURITIES FUND	12,775.53	-	-
SUBTOTAL	**185,771.39**	**200,903.41**	**194,193.72**

MORTGAGE & ASSET BACKED SECURITIES	6/30/2014 Book Basis	6/30/2015 Book Basis	6/30/2015 FMV
GNMA PL#003536M	5,338.69	5,338.69	4,648.30
GNMA PL#002535M	140.06	140.06	571.78
GNMA PL#003677M	3,593.95	3,593.95	3,354.29
GNMA PL#003187M	3,545.38	3,545.38	3,624.06
GNMA PL#003787M	6,387.56	6,387.56	6,265.78
GNMA PL#647289X	9,421.32	9,421.32	12,555.10
SUBTOTAL	**28,426.96**	**28,426.96**	**31,019.31**

GRAND TOTALS	**214,198.35**	**229,330.37**	**225,213.03**

THE SANDRIDGE FOUNDATION
SCHEDULE OF GAINS/(LOSSES)
TAX YEAR ENDING 06/30/15
58-6369441

STATEMENT D-1

DESCRIPTION	DATE PURCHASED	DATE SOLD	SHARES SOLD	GROSS PROCEEDS	BOOK BASIS	TAX BASIS	BOOK GAIN(LOSS)	TAX GAIN(LOSS)	Type
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	10/31/14	50 000	1,677 44	1,288 83	48 40	388 61	1,629 04	Stock
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	01/28/15	150 000	5,467 39	3,866 50	145 20	1,600 89	5,322 19	Stock
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	03/05/15	100 000	3,800 78	2,577 66	96 80	1,223 12	3,703 98	Stock
TOTAL SYSTEMS SERVICES (SPINOFF)	VARIOUS	03/13/15	200 000	7,597 86	5,155 33	193 60	2,442 53	7,404 26	Stock
SUBTOTAL			**500.000**	**18,543.47**	**12,888.32**	**484.00**	**5,655.15**	**18,059.47**	

ABBVIE INC	VARIOUS	07/09/14	84 000	4,611 20	3,146 91	3,146 91	1,464 29	1,464 29	Stock
ABERDEEN-EQY LONG SHORT FD	VARIOUS	08/28/14	1,565 940	19,621 20	17,889 00	17,889 00	1,732 20	1,732 20	Stock
ALTRIA GROUP, INC	VARIOUS	10/02/14	50 000	2,262 65	1,776 74	1,776 74	485 91	485 91	Stock
ALTRIA GROUP, INC	VARIOUS	01/20/15	49 000	2,646 09	1,439 38	1,439 38	1,206 71	1,206 71	Stock
BRISTOL MYERS SQUIBB CO COM	VARIOUS	11/03/14	83 000	4,774 63	2,106 54	2,106 54	2,668 09	2,668 09	Stock
CONOCOPHILLIPS	VARIOUS	08/18/14	101 000	7,989 14	6,018 21	6,018 21	1,970 93	1,970 93	Stock
CONOCOPHILLIPS	VARIOUS	01/07/15	158 000	9,980 28	8,471 61	8,471 61	1,508 67	1,508 67	Stock
DOUBLELINE TOTAL RET BD-I	VARIOUS	03/05/15	154 550	1,700 00	1,771 09	1,771 09	(71 09)	(71 09)	Bond
EATON VANCE ATLANTA CAPITAL SMID-I	VARIOUS	08/28/14	480 960	12,000 00	8,484 31	8,484 31	3,515 69	3,515 69	Stock
EATON VANCE FLOATING RATE-I	VARIOUS	03/05/15	1,909 830	17,188 51	17,485 82	17,485 82	(297 31)	(297 31)	Bond
GENERAL ELECTRIC CORP	VARIOUS	03/05/15	300 000	7,676 88	13,330 90	13,330 90	(5,654 02)	(5,654 02)	Stock
GOLDMAN SACHS LOC EMG MK-I	VARIOUS	10/31/14	1,582 610	12,755 81	13,973 84	13,973 84	(1,218 03)	(1,218 03)	Bond
HALYARD HEALTH, INC	VARIOUS	11/17/14	0 750	28 35	18 02	18 02	10 33	10 33	Stock
HALYARD HEALTH, INC	VARIOUS	11/14/14	11 000	411 03	184 74	184 74	226 29	226 29	Stock
INTL BUSINESS MACHINES CORP	VARIOUS	03/08/15	50 000	7,825 85	5,447 22	5,447 22	2,378 63	2,378 63	Stock
ISHARES BARCLAYS 3-7 YEAR ETF	VARIOUS	03/05/15	165 000	20,255 02	19,855 71	19,855 71	399 31	399 31	Bond
JOHNSON & JOHNSON	VARIOUS	11/03/14	45 000	4,825 24	2,824 45	2,824 45	2,000 79	2,000 79	Stock
JP MORGAN CHASE & CO	VARIOUS	03/05/15	100 000	6,194 89	3,652 58	3,652 58	2,542 31	2,542 31	Stock
LILLY ELI & CO	VARIOUS	12/12/14	70 000	4,928 33	2,406 44	2,406 44	2,521 89	2,521 89	Stock
LORILLARD, INC	VARIOUS	07/15/14	194 000	11,676 27	6,934 81	6,934 81	4,741 46	4,741 46	Stock
MANNING & NAPIER WORLD OPPOR	VARIOUS	01/28/15	7,159 010	52,976 64	56,914 43	56,914 43	(3,937 79)	(3,937 79)	Stock
OSTERWEIS STRATEGIC INC FD I	VARIOUS	03/05/15	648 790	7,500 00	7,701 78	7,701 78	(201 78)	(201 78)	Bond
PIMCO 1-5 YEAR US TIPS INDEX ETF	VARIOUS	03/05/15	260 000	13,501 60	13,744 10	13,744 10	(242 50)	(242 50)	Bond
PRINCIPAL PREFERRED SECS FUND-INS	VARIOUS	10/31/14	862 900	9,000 00	9,208 12	9,208 12	(208 12)	(208 12)	Bond
SENIOR HOUSING PROPERTIES TRUST REIT	VARIOUS	06/10/15	242 000	4,335 13	6,225 44	6,225 44	(1,890 31)	(1,890 31)	Stock
TALEN ENERGY CORP	VARIOUS	06/10/15	35 000	667 90	569 05	569 05	98 85	98 85	Stock
TALEN ENERGY CORP	VARIOUS	06/22/15	0 850	16 54	13 40	13 40	3 14	3 14	Stock
WELLS FARGO & CO	VARIOUS	03/13/15	100 000	5,544 90	2,409 30	2,409 30	3,135 60	3,135 60	Stock
WESTERN ASSET MTG BKD SEC-I	VARIOUS	10/31/14	1,180 460	13,020 45	12,849 21	12,849 21	171 24	171 24	Bond
WILLIAMS COS INC	VARIOUS	06/25/15	254 000	14,334 41	9,510 40	9,510 40	4,824 01	4,824 01	Stock
SUBTOTAL				**280,248.94**	**256,363.55**	**256,363.55**	**23,885.39**	**23,885.39**	

GRAND TOTALS				**298,792.41**	**269,251.87**	**256,847.55**	**29,540.54**	**41,944.86**	

SUMMARY					
Type	Gross Proceeds	Book Basis	Tax Basis	Book Gain(Loss)	Tax Gain(Loss)
Stocks	203,871 02	172,662 20	160,257 88	31,208 82	43,613 14
Bonds	94,921 39	96,589 67	96,589 67	(1,668 28)	(1,668 28)
Totals	**298,792.41**	**269,251.87**	**256,847.55**	**29,540.54**	**41,944.86**

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

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
298,792.	269,252.	0.	0.	29,540.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,989.	4,989.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	9,604.
TOTAL TO FORM 990-PF, PART I, LINE 6A	39,144.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SUNTRUST NOMINEE,(DIVIDENDS	39,746.	9,604.	30,142.	30,142.	
SUNTRUST NOMINEE,(INTEREST)	1,575.	0.	1,575.	1,575.	
TO PART I, LINE 4	41,321.	9,604.	31,717.	31,717.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,696.	4,272.		1,424.
TO FORM 990-PF, PG 1, LN 16B	5,696.	4,272.		1,424.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	8,539.	8,539.		0.
TO FORM 990-PF, PG 1, LN 16C	8,539.	8,539.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	1,000.	0.		0.
FOREIGN TAXES PAID	299.	299.		0.
TO FORM 990-PF, PG 1, LN 18	1,299.	299.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	19.	19.		0.
TO FORM 990-PF, PG 1, LN 23	19.	19.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-1 (CORPORATE STOCK & OTHER)	563,176.	635,125.
TOTAL SYSTEMS SERVICES	7,733.	12,531.
TOTAL TO FORM 990-PF, PART II, LINE 10B	570,909.	647,656.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-2 (BONDS)	200,903.	194,194.
TOTAL TO FORM 990-PF, PART II, LINE 10C	200,903.	194,194.

FORM 990-PF MORTGAGE LOANS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-2 (MORTGAGE & ASSET BACKED SECURITIES	28,427.	31,019.
TOTAL TO FORM 990-PF, PART II, LINE 12	28,427.	31,019.

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

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

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

NAME OF MANAGER

HUGH PETERSON, JR.
MARY JANE FINCHER PETERSON