Form **990-PF**

EXTENDED TO MAY 15, 2018

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.

Department of the Treasury Internal Revenue Service.

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

	For c	lendar year 2016	or tax year	beginning	JUI	L 1, 2016	, and e	ending	<u>JUN 30</u>	<u>, 2017</u>		
		e of foundation							A Employer	identification	number	
	TI	E FRANC	ES AND	BEVER	LY DU	IBOSE						
	F	ΙΟΪΤΑΤΙΌ	N, INC	J					58-1	<u>901090</u>		
	Numl	er and street (or PO	box number if	mail is not delive	red to street	address)			B Telephone			
	4:	200 NORT	HPKWY	SQ NW	BLDG	14		100	404-	<u> 272-42</u>	<u>41 </u>	
	City	or town, state or	province, col	untry, and ZIP	or foreign	postal code			C If exemption	application is pe	anding, check here	
	-	LANTA,		327				_				
,	G CI	neck all that apply	: 🗆	Initial return		Initial return of	a former public	charity	D 1. Foreign	organizations	, check here	
				Final return		Amended return	n		_ ا	_		
)				Address char	ge	Name change			Z. Foreign o	rganizations me re and attach co	eting the 85% test, mputation	ightharpoons
9	H C	neck type of organ	nzation:	X Section :	501(c)(3)	exempt private foundation		ĐŲ	E If private f	oundation stat	tus was terminate	ad
6		Section 4947(a)	(1) nonexem	npt <u>charitable tr</u>	ust	Other taxable private fou	ndation	<u>v 9</u>	under sect	ion 507(b)(1)	(A), check here	
	I Fai	r market value of	all assets at	end of year	Accoun	iting method: X Cas	h 🔲 Acc	rual	F If the foun	dation is in a	60-month termina	ation
	(fro	om Part II, col (d	c), line 16)			Other (specify)			under sect	ion 507(b)(1)	(B), check here	
		\$	15,670			lumn (d) must be on cas	h basis)					
	Pä	rt Analysis of	Revenue an	nd Expenses imns (b), (c), and (dits in column (a).)	A mount	(a) Revenue and		nvestment		sted net	(d) Disburse for charitable p	
		necessarily ed	mounts in colu: qual the amoun	mns (b), (c), and (d its in column (a).)	nay not	expenses per books		come	inc	ome	(cash basis	
		1 Contribution	s, gifts, gran	its, etc., receive	d		463	3		A 🎉 🐪		23.88
				on is not required to a	tach Sch B			1			. A.S.	43.
	l	3 Interest on sav	ings and tempo	orary							. 78	. 8333
		4 Dividends ar	nd interest fro	om securities		301,031	. 30	1,014.			STATEME	NT 1
	1	5a Gross rents						_				
	ļ	Net rental inco	me or (loss)			y ⁴	<. No. of the last of the la	💓 ()		(\$1 14	<u> </u>
		6a Net gain or (los	s) from sale of	assets not on line	10	171,046	• .	3. (M) 3.			()	48
	밁	b Gross sales pro	ice for all Sa	1,600,	746.			₩, <u> </u>		REC	EIVED	
	Revenue	7 Capital gain ne	t income (from	Part IV, line 2)				71,046.			-14-	ပ္ပ
	٣	8 Net short-ter	rm capital ga	aın			, 9			DEC 5	10 0047 L	<u> </u>
	- 1	9 Income mod				₹ <u>21.</u>	i. A. k		8	DLC	V 2017	<u>a</u>
		10a and allowance	ss returns s				* : ###################################			OGD		<u> </u>
		b Less Cost of g	goods sold			(# # 2)	13 M.	2 W. W.			-14, UI	- ::
		c Gross profit	or (loss)				3.		<u>.</u>		1,4467	- 4
2018		11 Other incom	е			1,382		-1,382.			STATEME	
20		12 Total. Add I	ines 1 throug	gh 11		470,695		70,678.	ļ		51/41/2	
es)		13 Compensation	of officers, dire	ectors, trustees, e	tc	().	0.				0.
e 0		14 Other emplo	yee salaries	and wages								
Z		15 Pension plai	ns, employee	e benefits					ļ			
JAN	es	16a Legal fees							<u> </u>		ļ	
	enses	b Accounting	fees	ST	MT 3	12,000).	6,000.			- 6	<u>,000.</u>
	X	c Other profes	ssional fees								<u> </u>	
Z	ě	17 Interest									ļ	
SCANNED	Administrative Expe	18 Taxes		ST	MT 4	16,241		6,816.	 	_		<u> </u>
S	ist	19 Depreciation	and depleti	on					<u> </u>		* ×	•
Ø	Ē	20 Occupancy					 				 	
		21 Travel, conf	erences, and	l meetings					<u> </u>		ļ	
	and	22 Printing and	publications		_	1-2-20				_	 	
		23 Other expen			MT 5	_107,88	/ • 1	07,570.				317.
	Operating	24 Total opera					.	00 006			_	24.0
	Ďer	expenses.	Add lines 13	-		136,128		20,386.	1		1 760	,317. ,250.
	0	23 001111001101	-			768,250).				768	,∠50.
		26 Total expen	ses and disl	bursements.			. .				55.4	F.C.
		Add lines 24				904,378	<u> </u>	20,386.	_		1774	,567.
		27 Subtract lin	e 26 from lin	ne 12:			_					
		8 Excess of reve	anue over expe	nses and disburs	ements	-433,683		FA 606	_		 	
		b Net investn	nent income	(if negative, enter	-0-)		3	50,292		/	<u> </u>	
	_			negative, enter -0					N,	A		DE :
	6225	11 11 22 18 IH	A For Pane	rwork Reducti	on Act No	tice see instructions.					Form 990-	-PF (2016)

623501 11-23-18 LHA For Paperwork Reduction Act Notice, see instructions.

05-23

THE FRANCES AND BEVERLY DUBOSE FOUNDATION, INC.

For	m 99	0-PF (2016) FOUNDATION, INC.	58-1901090			
P	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End o	of year	
느		column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value	
		Cash - non-interest-bearing				
		Savings and temporary cash investments	277,063.	280,526.	280,526.	
	3	Accounts receivable				
		Less; allowance for doubtful accounts	1000 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0			
	4	Pledges receivable			7. 10. 10.	
		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				
ध	8	Inventories for sale or use				
Assets	9	Prepaid expenses and deferred charges				
⋖	10a	Investments - U.S. and state government obligations	 	 		
	Ь	Investments - corporate stock STMT 6	7,481,345.	2,783,947.	3,490,776.	
	C	Investments - corporate bonds STMT 7	400,015.	0.	0.	
	11	Investments - land, buildings, and equipment basis			LA ALE	
		Less accumulated depreciation				
	12	Investments - mortgage loans				
	13	Investments - other STMT 8	3,844,354.	8,474,210.	11,869,677.	
	14	Land, buildings, and equipment basis		A Lia C		
		Less accumulated depreciation				
	1	Other assets (describe SALES PROCEEDS RECE)	0.	29,632.	29,632.	
	16	Total assets (to be completed by all filers - see the				
_	<u> </u>	instructions. Also, see page 1, item I)	12,002,777.	11,568,315.	15,670,611.	
	1	Accounts payable and accrued expenses				
	18	Grants payable				
es	19	Deferred revenue				
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons				
Liak	l	Mortgages and other notes payable				
_	22	Other liabilities (describe				
		Total liabilities (add lines 17 through 22)	0.	0.		
-	23	Foundations that follow SFAS 117, check here				
		and complete lines 24 through 26 and lines 30 and 31.				
es	24	Unrestricted	12,002,777.	11,568,315.		
Š	25	Temporarily restricted	12,002,777	11,500,515.		
3ala	ι	Permanently restricted				
or Fund Balanc	٦	Foundations that do not follow SFAS 117, check here				
Ī		and complete lines 27 through 31.				
þ	27	Capital stock, trust principal, or current funds				
ets	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
Ass	29	Retained earnings, accumulated income, endowment, or other funds				
Net Assets	30	Total net assets or fund balances	12,002,777.	11,568,315.	*	
2	ĺ				1	
	31	Total liabilities and net assets/fund balances	12,002,777.	11,568,315.		
ГР	art	Analysis of Changes in Net Assets or Fund Ba				
_						
		net assets or fund balances at beginning of year - Part II, column (a), line	30			
		t agree with end-of-year figure reported on prior year's return)		<u> 1</u>	12,002,777.	
		amount from Part I, line 27a		2	-433,683.	
		increases not included in line 2 (itemize)			0.	
		ines 1, 2, and 3	DDDMODG MTWT	. 4	11,569,094.	
		eases not included in line 2 (itemize) TEMPORARY DIFF:			779.	
9	ıvlal	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30		Form 990-PF (2016)	

FOUNDATION, INC.

58-1901090 Form 990-PF (2016) Page 3 Capital Gains and Losses for Tax on Investment Income Part IV (b) How acquired P - Purchase D - Donation (a) List and describe the kind(s) of property sold (e.g., real estate, (d) Date sold (c) Date acquired (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs. MLC Co.) (mo., day, yr.) 1a PUBLICLY TRADED SECURITIES b ADJUST COST BASIS PUBLICLY TRADED SECURITIES c SECTION 1231 LOSS PTP'S d PORTICUS, LP e CAPITAL GAINS DIVIDENDS (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 1,400,869. 167,454. 1,568,323 3.516. 516. b 17. -17. 28,814. -28,814. đ 28.907. 28,907. Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or (j) Adjusted basis (k) Excess of col. (i) Losses (from col. (h)) (i) F.M.V. as of 12/31/69 over col. (j), if any as of 12/31/69 167,454. 3,516. b $-\bar{1}7.$ -28 ,814. 28,907. If gain, also enter in Part I, line 7 171,046. 2 Capital gain net income or (net capital loss) If (loss), enter -0- in Part I, line 7 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). N/AIf (loss), enter -0- in Part I, line 8 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. Yes X No Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. Enter the appropriate amount in each column for each year; see the instructions before making any entries. Distribution ratio (col. (b) divided by col. (c)) (a) Base period years Calendar year (or tax year beginning in) (b) (c) Adjusted qualifying distributions Net value of noncharitable-use assets 754,199. 14,417,016. .052313 2015 762,364. 15,930,534. .047856 2014 681,433. 15,082,168. .045181 2013 677,833. 13,857,569. .048914 2012 669,500. .049734 2011 13,461,652. .243998 2 Total of line 1, column (d) Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years .048800 the foundation has been in existence if less than 5 years 3 14,905,428. 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 727,385. 5 Multiply line 4 by line 3 5 3<u>,503</u>. 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 7 Add lines 5 and 6 7 730,888. 8 Enter qualifying distributions from Part XII, line 4 774,567. 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.

THE FRANCES AND BEVERLY DUBOSE

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FOUNDATION, INC. 58-1901090 Form 990-PF (2016) 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 \(\bigs X\) and enter 1% of Part I, line 27b 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 3 Add lines 1 and 2 3 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 503 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-6 Credits/Payments: 7.000 a 2016 estimated tax payments and 2015 overpayment credited to 2016 b Exempt foreign organizations - tax withheld at source 6b c Tax paid with application for extension of time to file (Form 8868) 6¢ d Backup withholding erroneously withheld 000. 7 Total credits and payments, Add lines 6a through 6d 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 Q 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 . 497 • | Refunded ▶ U 11 Enter the amount of line 10 to be: Credited to 2017 estimated tax 11 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 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 1b If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities c Did the foundation file Form 1120-POL for this year? 10 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year; 0. (2) On foundation managers. > \$ (1) On the foundation. > \$ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. > \$ 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 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 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a N/A b If "Yes," has it filed a tax return on Form 990-T for this year? 4b 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: By language in the governing instrument, or By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 6 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 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) X of each state as required by General Instruction G? If "No." attach explanation 8b 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10

_	1990-PF (2016) FOUNDATION, INC. 58-1901	090	1	Page 5
Pá	rt VII-A Statements Regarding Activities (continued)			
	· ·	1 1	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<u> </u>
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	Х	
	Website address ►N/A			
14	The books are in care of ► MR. BEVERLY M. DUBOSE, III Telephone no. ►404-23	31-17	776	
		327		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			\sqcap
	and enter the amount of tax-exempt interest received or accrued during the year	N.	/A	
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the	341	45	
	foreign country		-	,
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required	Iso e		
_	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):	73:		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			1
	a disqualified person?			1
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			1
	(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 X No			
	• — —			2020
	(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	1 1	- (*	
	termination of government service, if terminating within 90 days.) Yes X No			. 1
C	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			j
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b	à . sà	
	Organizations relying on a current notice regarding disaster assistance check here	1.5		
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	القنيد		
_	before the first day of the tax year beginning in 2016?	1c	27 679	<u>X</u>
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)):		36.4	
8	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning		- 1	
	before 2016? Yes X No			77 8
	If "Yes," list the years ,,,			Ų
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			3
	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.	* * * * * * * * * * * * * * * * * * * *		
	>	1 1	`	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	1		-1.5
	during the year? Yes X No	1		173
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after			į
	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			ļ
	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 2016) N/A	3b	l	
48	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	48]	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that		T	
	had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

THE FRANCES AND BEVERLY DUBOSE

Form 990-PF (2016) FOUNDATION, INC.			58-19010	90 Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be R	equired (continu	ued)	
 5a During the year did the foundation pay or incur any amount to: Carry on propaganda, or otherwise attempt to influence legislation (section) Influence the outcome of any specific public election (see section 4955); or any voter registration drive? Provide a grant to an individual for travel, study, or other similar purposes? Provide a grant to an organization other than a charitable, etc., organization 4945(d)(4)(A)? (see instructions) Provide for any purpose other than religious, charitable, scientific, literary, the prevention of cruelty to children or animals? If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und section 53.4945 or in a current notice regarding disaster assistance (see instruction) Organizations relying on a current notice regarding disaster assistance check he if the answer is "Yes" to question 5a(4), does the foundation claim exemption frexpenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53 4945. Did the foundation, during the year, receive any funds, directly or indirectly, on a personal benefit contract? Did the foundation, during the year, pay premiums, directly or indirectly, on a pif "Yes" to 6b, file Form 8870 At any time during the tax year, was the foundation a party to a prohibited tax set if "Yes," did the foundation receive any proceeds or have any net income attribution. 	1 4945(e))? If to carry on, directly or indirectly or educational purposes, or formations. The der the exceptions described in a ctions. The der the exception described in a ctions.	Ye Ye Ye Ye Ye Ye	S X No	5b X
Part VIII Information About Officers, Directors, Truste Paid Employees, and Contractors	es, Foundation Mar	nagers, Hignly		
1 List all officers, directors, trustees, foundation managers and their of	compensation.	 _		
, , , , , , , , , , , , , , , , , , , ,	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to	(e) Expense account, other
(a) Name and address	hòurs per week devated to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	account, other allowances
SEE STATEMENT 10		0.	0.	0.
		 		
2 Compensation of five highest-paid employees (other than those incl	luded on line 1), If none,	enter "NONE."	L	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
	hours per week devoted to position	(c) companion	compensation	allowances
NONE				
		 		
]	
		 		
	 	 	 	
	1			
		 	 	
	1			
Total number of other employees paid over \$50,000	<u> </u>		•	0
			Form	990-PF (2016)

THE FRANCES AND BEVERLY DUBOSE

FOUNDATION, INC.		901090 Pag	e 7
Information About Officers, Directors, Trustees, Foundation Manager Paid Employees, and Contractors (continued)	s, Highly		
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) Compensat	tion
NONE			
			—
Total number of others receiving over \$50,000 for professional services		<u> </u>	0
Part IX-A Summary of Direct Charitable Activities		<u> </u>	<u> </u>
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information sur number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	ch as the	Expenses	
1 N/A			
2		·- <u>-</u> .	
3			
4			
Part IX-B Summary of Program-Related Investments		Amount	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. 1 N/A		Amount	
2			
All other program-related investments. See instructions.			
3			
			<u></u>

Form **990-PF** (2016)

58-1901090 FOUNDATION, INC. Page 8 Form 990-PF (2016) Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions) 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 14,888,643. 1a 243.771. 16 b Average of monthly cash balances c Fair market value of all other assets 16 15,132,414. 14 d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1e | 1c (attach detailed explanation) Acquisition indebtedness applicable to line 1 assets 2 Subtract line 2 from line 1d 3 226,986. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 14,905,428. 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 745,271. Minimum investment return. Enter 5% of line 5 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.) 745,271. Minimum investment return from Part X, line 6 3,503. 2a Tax on investment income for 2016 from Part VI, line 5 b Income tax for 2016. (This does not include the tax from Part VI.) 3,503. c Add lines 2a and 2b 2c 768. 3 Distributable amount before adjustments. Subtract line 2c from line 1 Recoveries of amounts treated as qualifying distributions 4 768. Add lines 3 and 4 5 0. Deduction from distributable amount (see instructions) 6 741768. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes; 774,567. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a b Program-related investments - total from Part IX-B 1b 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 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 774,567. 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment 3,503. income. Enter 1% of Part I, line 27b

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

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6

771.064.

Adjusted qualifying distributions. Subtract line 5 from line 4

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
Distributable amount for 2016 from Part XI,	Conpus			741,768.
line 7	<u> </u>			741,700.
2 Undistributed income, if any, as of the end of 2016			711,521.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from				
Part XII, line 4: ► \$ 774,567.			711,521.	
a Applied to 2015, but not more than line 2a			111,521.	
b Applied to undistributed income of prior		0.		
years (Election required - see instructions)				
c Treated as distributions out of corpus	0.			
(Election required - see instructions)	7		Y Z Y Z	63,046.
 d Applied to 2016 distributable amount e Remaining amount distributed out of corpus 	0.			
5 Excess distributions carryover applied to 2016	0.	19 and 19 a		0.
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
& Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.	· <u>865 a.</u> , *		
b Prior years' undistributed income. Subtract		0.		
line 4b from line 2b				
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	• 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	
d Subtract line 6c from line 6b. Taxable		0.		
amount - see instructions			• 8***	
e Undistributed income for 2015. Subtract line			<u> </u>	
4a from line 2a. Taxable amount - see instr. f Undistributed income for 2016. Subtract	2 T T T T T T T T T T T T T T T T T T T			
lines 4d and 5 from line 1. This amount must				Á
be distributed in 2017				678,722.
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 2011				
not applied on line 5 or line 7	0	•	 	
9 Excess distributions carryover to 2017.	1			
Subtract lines 7 and 8 from line 6a	0	•		
10 Analysis of line 9:				
a Excess from 2012	-			1
b Excess from 2013	\dashv			
c Excess from 2014	┥			
d Excess from 2015 e Excess from 2016	╡			
& EYC222 HOLLI SOLO				Form 990-PF (2016)

THE FRANCES AND BEVERLY DUBOSE Page 10 58-1901090 FOUNDATION, INC. Form 990-PF (2016) 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 2016, 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(1)(5) Tax year Prior 3 years 2 a Enter the lesser of the adjusted net (a) 2016 (b) 2015 (c) 2014 (d) 2013(e) Total 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 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.) **Information Regarding Foundation Managers:** a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).) NONE b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. NONE 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: b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines: d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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FOUNDATION, INC.

Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Purpose of grant or contribution Foundation show any relationship to status of recipient Amount any foundation manager or substantial contributor Name and address (home or business) a Paid during the year ALLIANCE THEATRE NONE 501(C)(3) OPERATING FUNDS 1280 PEACHTREE STREET, N.E. 10,000. ATLANTA, GA 30309 501(c)(3) OPERATING FUNDS ATLANTA BOTANICAL GARDENS NONE 1345 PIEDMONT AVENUE, N.E. 60,000. ATLANTA, GA 30309 ATLANTA HISTORICAL SOCIETY NONE 501(C)(3) PERATING FUNDS 130 WEST PACES FERRY RD. ATLANTA, GA 30305 210,000. BATTLE OF ATLANTA COMMENORATION ORG. NONE 501(C)(3) OPERATING FUNDS 1340 METROPOLITIAN AVE ATLANTA, GA 30316 10,000. CENTER FOR PUPPETRY ARTS NONE 501(C)(3) PPERATING FUNDS 1404 SPRING STREET, NW ATLANTA, GA 30309 10,000. SEE CONTINUATION SHEET(S) **▶** 3a 768,250. **b** Approved for future payment NONE Total

3 Grants and Contributions Paid During the Ye				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	CONDIDUCION	Amount
CHATTAHOOCHEE RIVERKEEPER	NONE	501(C)(3)	OPERATING FUNDS	
16 JOSEPH LOWERY BLVD.				
TLANTA, GA 30318			+	10,00
CIVIL WAR PRESERVATION TRUST	NONE	501(C)(3)	OPERATING FUNDS	
1156 15TH ST.	HONE	501(0)(3)	DIERATING FUNDS	
WASHINGTON, DC 20005			ļ	4,50
CLASSICAL AMERICAN HOMES PRESERVATION	NONE	501(C)(3)	OPERATING FUNDS	
TRUST				
67 E. 93RD STREET NEW YORK, NY 10128				2,00
DARROW SCHOOL	NONE	501(C)(3)	OPERATING FUNDS	
110 DARROW RD.		}		
NEW LEBANON, NY 12125	-		 	6,00
FERNBANK MUSEUM OF NATURAL HISTORY	NONE	501(C)(3)	OPERATING FUNDS	
767 CLIFTON ROAD, NE				i
ATLANTA, GA 30307			 	25,00
TRADETA UTEMODICAL GOGIFFM	YOUT	E01/G)/3)	ODEDATING EINTOG	
GEORGIA HISTORICAL SOCIETY 1516 PEACHTREE ST. N.E.	NONE	501(C)(3)	OPERATING FUNDS	
ATLANTA, GA 30309				5,00
GEORGIA TRUST FOR HISTORIC	NONE	501(C)(3)	OPERATING FUNDS	
PRESERVATION 1516 PEACHTREE ST. N.E.				
ATHENS, GA 30309				40,00
HIGH MUSEUM OF ART	NONE	501(C)(3)	OPERATING FUNDS	
1280 PEACHTREE STREET, N.E. ATLANTA, GA 30309				1,00
HISTORIC SAVANNAH FOUNDATION	NONE	501(C)(3)	OPERATING FUNDS	
324 EAST STATE STREET			1	
SAVANNAH, GA 31401		 		4,00
HOLLINS UNIVERSITY	NONE	501(C)(3)	OPERATING FUNDS	
BOX 9707				
ROANOKE, VA 24020	<u></u>	<u> </u>		2,00

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Purpose of grant or contribution Foundation show any relationship to Amount status of any foundation manager or substantial contributor Name and address (home or business) recipient 501(C)(3) NONE OPERATING FUNDS RIPP METRO ATLANTA 98 ANDERSON AVE., NW 50,000. ATLANTA, GA 30314 501(C)(3) MUSEUM OF CONTEMPORY ART NONE OPERATING FUNDS 75 BENNETT STREET 60,000. ATLANTA, GA 30309 NONE 501(C)(3) OPERATING FUNDS NOTRE DAME HIGH SCHOOL 2701 VERMONT AVE CHATTANOOGA TN 37404 10,000. OGLETHORPE UNIVERSITY NONE 501(C)(3) OPERATING FUNDS 4484 PEACHTREE RD., N.E. ATLANTA, GA 30319 10,000. 501(c)(3) RURAL GEORGIA HEALTH ASSOCIATION NONE OPERATING FUNDS PO BOX 593 5,000. SANDERSVILLE, GA 31082 PERATING FUNDS 501(C)(3) SAVANNAH COUNTRY DAY SCHOOL NONE 824 STILLWOOD DRIVE SAVANNAH, GA 31419 1,000. SAVANNAH TREE FOUNDATION 501(c)(3) OPERATING FUNDS NONE 3025 BULL STREET 750. SAVANNAH, GA 31405 SHINING MOUNTAIN WALDORF SCHOOL NONE 501(C)(3) OPERATING FUNDS 999 VIOLET AVENUE BOULDER, CO 80304 62,000. ST. PAUL THE APOSTLE NONE 501(c)(3) OPERATING FUNDS 1243 HULSEY ROAD CLEVELAND, GA 30528 2,000. ST. PHILLIPS CATHEDRAL NONE 501(c)(3) OPERATING FUNDS 2744 PEACHTREE RD. NW ATLANTA, GA 30305 5,000. Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation status of recipient Purpose of grant or contribution show any relationship to Amount any foundation manager or substantial contributor Name and address (home or business) 501(C)(3) NONE OPERATING FUNDS THE SOCIETY OF THE CINCINNATI 2118 MASSACHUSETTS AVE, N.W. WASHINGTON, DC 20008 3,000. UNIVERSITY OF ALABAMA-BIRMINGHAM NONE 501(C)(3) OPERATING FUNDS AB 1264 1530 3RD AVE S BIRMINGHAM, AL 35294 100,000. OPERATING FUNDS 501(C)(3) UNIVERSITY OF SOUTH CAROLINA NONE 1027 BARNWELL STREET COLUMBIA, SC 29208 10,000. ZOO ATLANTA NONE 501(C)(3) OPERATING FUNDS 800 CHEROKEE AVENUE, SE ATLANTA, GA 30315 50,000. Total from continuation sheets

Part XVI-A	Analysis of Income-Producing Activities
· Dast YVI®A	Analysis of Income_Ureducing Activities
COLLAVIOR I	Analysis of income-rioducing Activities

Enter gros	s amounts unless otherwise	indicated.	Unrelated	business income		ded by section 512, 513, or 514	(e)
J	•		(a) Business	(b)	(C) Exclu- sion	(d)	Related or exempt
1 Progra	m service revenue:		code	Amount	code	Amount	function income
a			_				
_							
c				·			
d			_	<u> </u>			
e							
1 _							
g Fee	s and contracts from goverr	nment agencies	<u> </u>				
2 Memb	ership dues and assessment	ts			L		
3 Interes	t on savings and temporary	cash					
ınvestr	nents						
	nds and interest from securi		523000		14		
	ital income or (loss) from re	eal estate:			B.,		
	ot-financed property		\ -				<u> </u>
	debt-financed property						
6 Net rei	ntal income or (loss) from pe	ersonal					
proper	· -					 	4 200
	nvestment income				03	<u> </u>	-1,382.
	r (loss) from sales of assets	other	F22000		1.0	171 046	
	ventory		523000		18	171,046.	
	come or (loss) from special of		 			 	
	profit or (loss) from sales of	rinventory	-				
11 Other	· · · · · ·						
. a	 		 +				
с <u> </u>			1		_		
	, 				-		<u> </u>
6	al. Add columns (b), (d), and	d (a)	<u> </u>	0.	-	472,077.	-1,382.
	Add line 12, columns (b), (d				<u> </u>	13_	
	sheet in line 13 instructions		ne)			·· -	
				anliahmant of Fu	4	Dumana	
Part X	VI-B Relations	TIP OF ACTIVITION	es to the Accon	nplishment of Exe	empt	Purposes	
Line No.	Explain below how each	ch activity for which	income is reported in	column (e) of Part XVI-A	contrib	outed importantly to the accord	nplishment of
▼			than by providing fund			, , , , , , , , , , , , , , , , , , , ,	•
7_	MONEY IS USE	D TO PRO	VIDE DONAT	ONS TO OTHE	R C	HARITABLE INS	TITUTIONS
	 						
	 	·					 _
	 						<u> </u>
	 						
	 						
							
	 						
							
	 						
							

6) FOUNDATION, INC. 58-1901090
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

the Code a Transfer: (1) Casi (2) Other b Other tra (1) Sale	e (other than section 501(c) s from the reporting founda h er assets insactions: es of assets to a noncharital	(3) organizations) or ation to a noncharitab	in section 52 le exempt org on	g with any other organization, relating to political organicanication of:		on 501(c) of	1a(1) X 1a(2) X 1b(1) X 1b(2) X
	chases of assets from a nor tal of facilities, equipment, (ganization				1b(2) X 1b(3) X
	mbursement arrangements						1b(4) X
(5) Loa	ns or loan guarantees						1b(5) X
	formance of services or me	· ·	•				1b(6) X
•	of facilities, equipment, mai swer to any of the above is	• .		pioyees dule. Column (b) should alv	ways show the fair m	sarket value of the good	
				d less than fair market valu			
	(d) the value of the goods, (<u> </u>
(a) Line no	(b) Amount involved	(c) Name of		exempt organization	(d) Description	of transfers, transactions, a	ind sharing arrangements
			N/A		 		
							
					 -		
					 		
							
							
							
		<u> </u>			- 		
					- 		
				or more tax-exempt organi	zations described		Yes X No
	n 501(c) of the Code (other complete the following schi		(3)) or in secu	ION 32/ F			Yes X No
<u>u</u> 11 103,	(a) Name of org			(b) Type of organization	1 (c) Description of relati	onship
	N/A						
			-				
				accompanying schedules and st taxpayer) is based on all informa		s any knowledge	May the IRS discuss this return with the preparer shown below (see instr.)? X Yes No
	gnature of officer or trustee	1,112)		Date	Title		X Yes No
	Print/Type preparer's na		Preparer's si	gnature	Date	Check If PT	IN
					1	self- employed	
Paid	CAROLYN W.				12/04/17		200438904
Preparer Use Only	(I II III 3 II AII II 6	NETT THRA	SHER L	LP		Firm's EIN ▶ 58-	-1673613
556 OIII)	Firm's address ► 33	OO BIVERW	OOD PAI	RKWAY #700		 	
	I I	LANTA, GA		CECANDI, E/00		Phone no. 770-	-396-2200
							Form 990-PF (2016)

FORM 990-PF	DIVIDENDS	AND INTER	EST FROM SEC	CURITIES	STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDEND	REVENUE		
DIVIDENDS AND INTEREST PORTICUS, LP DIVIDENDS PERSHING INTEREST PUBLICLY TRADED	30,566. 299,361.		0. 30,56 7. 270,45		
PARTNERSHIPS	11.		0. 1	.1. 11	L •
TO PART I, LINE 4	329,938.	28,90	7. 301,03	301,014	l
FORM 990-PF		OTHER I	NCOME		STATEMENT 2
DESCRIPTION		:	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME PORTICO			1,171. -2,553.		
TOTAL TO FORM 990-P	F, PART I,	LINE 11	-1,382.	-1,382	
FORM 990-PF		ACCOUNTI	NG FEES		STATEMENT 3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES
ACCOUNTING		12,000.	6,000).	6,000.
TO FORM 990-PF, PG	1, LN 16B	12,000.	6,000	<u> </u>	6,000.
					

FORM 990-PF	TAX	ES	STATEMENT 4		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	6,816.	6,816.		0.	
FEDERAL TAX ON INVESTMENT INCOME	9,425.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	16,241.	6,816.		0.	
FORM 990-PF	OTHER E	XPENSES	STATEMENT 5		
FORM 990-PF	OTHER EXPENSES				
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES PORTFOLIO DEDUCTIONS -	89,503.	89,503.		0.	
PARTNERSHIPS OTHER EXPENSES -	18,065.	18,065.		0.	
PARTNERSHIPS SUPPLIES	2. 317.	2. 0.		0. 317.	

FORM 990-PF CORPORATE STOCK	: 	STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
21303.035 SH MATTHEWS PACIFIC TIGER FD	0.	0.
617 SH GARTNER INC	0.	0.
339 SH MASTERCARD INC	0.	0.
1757 SH STARBUCKS	0.	0.
674 SH CELGENE CORP	0.	0.
76425.632 SH VANGUARD GROWTH INCOME FD	0.	0.
907 SH FACEBOOK INC	0.	0.
158 SH REGENERON PHARMACEUTICALS	0.	0.
40729.158 SH HENDERSON EUROPEAN FOCUS FD	0.	0.
23201.856 SH LAZARD GLOBAL LISTED	0.	0.
255 SH EATON CORPORATION	0.	0.
135 SH CARMEN LTD	0.	0.
800 SH ABB LTD SPONSORED ADR	0.	0.
530 SH AT&T INC	0.	0.
255 SH ABBVIE INC	0.	0.
1110 SH AMERICAN EAGLE OUTFITTERS	0.	0.
340 SH BCE INC	0.	0.
440 SH BUCKLE INC	0.	0.
335 SH CAREMARK HOLDINGS	0.	0.
540 SH CISCO SYSTEMS INC	0.	0.
200 SH DOW CHEMICAL	0.	0.
140 SH EQT MIDSTREAM PARTNERS	0.	0.
260 SH EMERSON ELECTRIC	0.	0.
575 SH FNB CORPORATION	0.	0.
335 SH FEDERATED INV INC	0.	0.
260 SH GENERAL ELECTRIC	0.	0.
595 SH GENERAL MOTORS	0.	0.
365 GLAXOSMITHKLINE PLC	0.	0.
280 SH INTEL CORP		0.
360 SH MAXIM INTEGRATED PRODUCTS	0.	0.
280 SH MERCK & CO. 160 SH MEREDITH CORP	0.	0.
160 SH NUCOR CORP	0.	0.
920 SH PEOPLLES UTD FINL	0.	0.
400 SH PFIZER INC	0.	0.
385 SH PUBLIC SRRV ENTERPRISE GRP	0.	0
355 SH QUALCOM INC	0.	0
910 SH REGAL ENTMT GROUP	0.	Ö.
300 SH ROYAL DUTCH SHELL	0.	0
335 SH SANOFI SPONS	0.	O.
225 SH SPECTRA ENERGY PTRS	0.	0
550 SH VODAPHONE GROUP PLC	0.	0
130 SH WESTROCK CO	0.	0
230 SH ACCENTURE PLC IRELAND	0.	0
455 SH EATON CORPORATION	0.	0
290 SH CHUBB LTD	0.	0
545 SH ABBOTT LABS	0.	0
1695 AH ALLIANZ SE SPON	0.	0
195 SH APPLE INC	0.	0
660 SH BP PLC SPON	0.	0
165 SH BPLCT GROUP	0.	0
565 SH BANK OF NEW YORK MELLON	0.	0

SECOND S	THE FRANCES AND BEVERLY DUBOSE FOUNDATIO		58-1901090
125 SH COMCAST CORP	350 SH C H ROBINSON WORLDWIDE	0.	0.
1885 SH DANONE SPONSORED 40 SH DIAGEO PLC SPONSORED 50 C			_
SH DOW CHEMICAL		0.	0.
165 SH HOME DEPOT 200 SH JOHNSON AND JOHNSON 201 SH JOHNSON AND JOHNSON 202 SH JOHNSON CONTROLS 203 SH JOHNSON CONTROLS 204 SH JOHNSON CONTROLS 205 SH JUMH MOST HENNESSEY LOUIS 205 SH LVMH MOST HENNESSEY LOUIS 206 SH LVMH MOST HENNESSEY LOUIS 207 SH NESTLE SA SPONSORED 208 SH NESTLE SA SPONSORED 209 SH NESTLE SA SPONSORED 200 SH NESTLE SA SPONSORED 200 SH SCHLUMBERGER LTD 200 SH SKY PLC SPONSORED 200 SH STANLEY BLACK AND DECKER 200 SH UNITED PARCEL SVC 200 SH UNITED PARCEL SVC 200 SH UNITED PARCEL SVC 200 SH VERIZON COMMUNICATIONS 200 SH VERIZON COMMUNICATIONS 200 SH VERIZON COMMUNICATIONS 201 SH WALGREENERGY CORP 202 SH WALGREENERGY CORP 203 SH WALGREENER STORES INC 204 SH WALGREENER SOOTTS ALLIANCE 205 SH WALGREENER SOOTTS ALLIANCE 206 SH WELLS FARGO 207 CORMUNICATIONS 207 SH WALGREENER SOOTTS ALLIANCE 207 SH WALGREENER SOOTTS ALLIANCE 208 SH WALGREENS BOOTTS ALLIANCE 209 SH WALGREENS BOOTTS ALLIANCE 200 CORMUNICATION S 200 CORMUNICATION S 201 CORMUNICATION S 201 CORMUNICATION S 202 SH WALGREENS BOOTTS ALLIANCE 201 CORMUNICATION S 202 SH WALGREENS BOOTTS ALLIANCE 203 SH WALGREENS BOOTTS ALLIANCE 204 CORMUNICATION S 205 SH WALGREENS BOOTTS ALLIANCE 205 SH WALGREENS BOOTTS ALLIANCE 206 CORMUNICATION S 207 SH ALIAN TECHNOLOGIES INC 207 CORMUNICATION S 208 SH WALGREENS BOOTTS ALLIANCE 209 SH WALGREENS BOOTTS ALLIANCE 200 CORMUNICATION S 200 CORMUNICATION S 200 CORMUNICATION S 201 CORMUNICATION S 201 CORMUNICATION S 202 SH WALGREENS BOOTTS ALLIANCE 201 CORMUNICATION	240 SH DIAGEO PLC SPONSORED	0 -	0.
ST INTERCONTINENTAL HTLS		0.	0.
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37558.685 SH SEMPER MBS TOTAL RETURN FUND 18331.806 SH MATTHEWS EMERGING ASIA FD 62370.062 SH OBERWEIS INTERNATIONAL 1446 SH FASTENOL CO EDGE CAPITAL 3460 - REIT'S EDGE CAPITAL 3460 - SECURITIES EDGE CAPITAL 3601 - SECURITIES EDGE CAPITAL 3878 - REIT'S EDGE CAPITAL 3878 - REIT'S EDGE CAPITAL 3878 - SECURITIES EDGE CAPITAL 3878 - SECURITIES EDGE CAPITAL 3878 - SECURITIES 988,744 . 1,132,735.			
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62370.062 SH OBERWEIS INTERNATIONAL 1446 SH FASTENOL CO EDGE CAPITAL 3460 - REIT'S EDGE CAPITAL 3460 - SECURITIES EDGE CAPITAL 3601 - SECURITIES EDGE CAPITAL 3878 - REIT'S EDGE CAPITAL 3878 - SECURITIES EDGE CAPITAL 3878 - SECURITIES 988,744. 0. 0. 0. 0. 0. 0. 62,145. 1,45. 21,45. 23,640. 27,550. EDGE CAPITAL 3878 - SECURITIES 988,744. 1,132,735.			
1446 SH FASTENOL CO 0. 0. EDGE CAPITAL 3460 - REIT'S 54,086. 62,145. EDGE CAPITAL 3460 - SECURITIES 368,759. 410,145. EDGE CAPITAL 3601 - SECURITIES 1,348,718. 1,858,201. EDGE CAPITAL 3878 - REIT'S 23,640. 27,550. EDGE CAPITAL 3878 - SECURITIES 988,744. 1,132,735.		0.	
EDGE CAPITAL 3460 - REIT'S 54,086. 62,145. EDGE CAPITAL 3460 - SECURITIES 368,759. 410,145. EDGE CAPITAL 3601 - SECURITIES 1,348,718. 1,858,201. EDGE CAPITAL 3878 - REIT'S 23,640. 27,550. EDGE CAPITAL 3878 - SECURITIES 988,744. 1,132,735.		0.	
EDGE CAPITAL 3460 - SECURITIES 368,759. 410,145. EDGE CAPITAL 3601 - SECURITIES 1,348,718. 1,858,201. EDGE CAPITAL 3878 - REIT'S 23,640. 27,550. EDGE CAPITAL 3878 - SECURITIES 988,744. 1,132,735.		54,086.	62,145.
EDGE CAPITAL 3601 - SECURITIES 1,348,718. 1,858,201. EDGE CAPITAL 3878 - REIT'S 23,640. 27,550. EDGE CAPITAL 3878 - SECURITIES 988,744. 1,132,735.			
EDGE CAPITAL 3878 - REIT'S 23,640. 27,550. EDGE CAPITAL 3878 - SECURITIES 988,744. 1,132,735.			
EDGE CAPITAL 3878 - SECURITIES 988,744. 1,132,735.			
TOTAL TO FORM 990-PF, PART II, LINE 10B 2,783,947. 3,490,776.			
	TOTAL TO FORM 990-PF, PART II, LINE 10B	2,783,947.	3,490,776.

FORM 990-PF C	ORPORATE BONDS		STATEMENT 7
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
15420.451 SH GUGGENHEIM FLOATING	RATE STRATEGIES	0.	0.
TOTAL TO FORM 990-PF, PART II, LI	NE 10C	0.	0.
FORM 990-PF OT	HER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PORTICUS FUND, L.P. 10685 SPDR S&P 500 ETF TR 22205 SH SELECT SECTOR SPDR TR	COST COST COST	1,100,584.	1,845,371.
TECHNOLOGY 70001.414 SH ADVISORY RESEARCH ML		0.	0.
& ENERGY INCOME 535 SH HOSPITALITY PPTYS TR	COST	0. 0.	0. 0.
235 SH LAMAR ADVERTISING CO	COST	0.	0.
280 SH RYMAN HOSPITALITY PPTYS	COST	0.	0.
575 SH WEYERHAEUSER CO 305 SH NATIONAL HEALTH INVESTORS	COST COST	V •	0.
INC	0051	0.	0.
EDGE CAPITAL 3460 - PUBLICLY TRAD	ED COST		
PARTNERSHIPS	• 000m	54,226.	57,367.
EDGE CAPITAL 1352 - MUTUAL FUNDS ETF'S	& COST	7,319,400.	9,966,939.
TOTAL TO FORM 990-PF, PART II, LI	NE 13	8,474,210.	11,869,677.
FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SALES PROCEEDS RECEIVABLE	0.	29,632.	29,632.
TO FORM 990-PF, PART II, LINE 15	0.	29,632.	29,632.

FORM 990-PF PART VIII - LIST TRUSTEES AND	F OF OFFICERS, DEFOUNDATION MANAGE		STAT:	EMENT 10
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BEVERLY M. DUBOSE, III 4200 NORTHSIDE PARKWAY, N.W. BUILDING 14,STE 100 ATLANTA, GA 30327	TREASURER, TRUS	STEE 0.	0.	0.
DEAN DUBOSE SMITH 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	SECRETARY, TRUS		0.	0.
H. BRONSON SMITH 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE	0.	0.	0.
EILEEN ERICKSON DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE	0.	0.	0.
THOMAS EDWARD LEWIS 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE	0.	0.	0.
ELIZABETH EGLESTON DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	0.	0.	0.