

Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2017**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- ▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation <b>GEORGIA PINE LEVEL FOUNDATION, INC</b>			<b>A Employer identification number</b>  58-6163477	
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. BOX 1908</b>		Room/suite	<b>B Telephone number (see instructions)</b>  1-888-942-3272	
City or town, state or province, country, and ZIP or foreign postal code <b>ORLANDO FL 32802-1908</b>				
Foreign country name		Foreign province/state/county	Foreign postal code	
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 7,549,594		<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>				

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	388,206			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	164,635	164,635		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	832,486			
	<b>b</b> Gross sales price for all assets on line 6a	3,536,023			
	<b>7</b> Capital gain net income (from Part IV, line 2)		832,486		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	22,553	22,553			
<b>12 Total.</b> Add lines 1 through 11	1,407,880	1,019,674	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	2,500			2,500
	<b>c</b> Other professional fees (attach schedule)	41,188	20,594		20,594
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	8,284	2,644		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	6,661	6,061		600
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	58,633	29,299	0	23,694
	<b>25</b> Contributions, gifts, grants paid	248,500			248,500
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	307,133	29,299	0	272,194	
<b>27 Subtract line 26 from line 12</b>					
<b>a</b> Excess of revenue over expenses and disbursements	1,100,747				
<b>b</b> Net investment income (if negative, enter -0-)		990,375			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .					
	<b>2</b> Savings and temporary cash investments . . . . .			123,399	191,547	191,547
	<b>3</b> Accounts receivable ▶ . . . . .					
	Less allowance for doubtful accounts ▶ . . . . .					
	<b>4</b> Pledges receivable ▶ . . . . .					
	Less allowance for doubtful accounts ▶ . . . . .					
	<b>5</b> Grants receivable . . . . .					
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .					
	Less allowance for doubtful accounts ▶ . . . . .					
	<b>8</b> Inventories for sale or use . . . . .					
	<b>9</b> Prepaid expenses and deferred charges . . . . .					
	<b>10a</b> Investments—U S and state government obligations (attach schedule) . . . . .					
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .					
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b> Investments—land, buildings, and equipment basis ▶ . . . . .					
	Less accumulated depreciation (attach schedule) ▶ . . . . .					
	<b>12</b> Investments—mortgage loans . . . . .					
	<b>13</b> Investments—other (attach schedule) . . . . .			5,033,602	5,698,828	7,358,047
	<b>14</b> Land, buildings, and equipment basis ▶ . . . . .					
	Less accumulated depreciation (attach schedule) ▶ . . . . .					
	<b>15</b> Other assets (describe ▶ . . . . . ) . . . . .					
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .			5,157,001	5,890,375	7,549,594
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .					
	<b>18</b> Grants payable . . . . .					
	<b>19</b> Deferred revenue . . . . .					
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .					
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b> Other liabilities (describe ▶ . . . . . ) . . . . .					
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .			0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.</b> ▶ <input type="checkbox"/>					
	<b>24</b> Unrestricted . . . . .					
	<b>25</b> Temporarily restricted . . . . .					
	<b>26</b> Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>					
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			5,157,001	5,890,375	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .					
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .					
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .			5,157,001	5,890,375	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .			5,157,001	5,890,375	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	5,157,001
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	1,100,747
<b>3</b> Other increases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	<b>3</b>	6,606
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	6,264,354
<b>5</b> Decreases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	<b>5</b>	373,979
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	5,890,375

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**Part IV Capital Gains and Losses for Tax on Investment Income**

a) List and describe the kind(s) of property sold (for example, 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 )
<b>1a</b>	See Attached Statement			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b>	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 }	<b>2</b>	832,486
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 }	<b>3</b>	0

**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 doesn't 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))
2016	292,423	6,323,560	0.046243
2015	274,344	6,266,799	0.043777
2014	293,519	6,322,761	0.046423
2013	369,793	6,295,733	0.058737
2012	296,391	6,186,580	0.047909

  

<b>2</b>	Total of line 1, column (d)	<b>2</b>	0.243089
<b>3</b>	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.048618
<b>4</b>	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	<b>4</b>	6,943,080
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	337,559
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	9,904
<b>7</b>	Add lines 5 and 6	<b>7</b>	347,463
<b>8</b>	Enter qualifying distributions from Part XII, line 4 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.	<b>8</b>	272,194

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	19,808	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	19,808	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	19,808	
<b>6</b>	Credits/Payments			
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	3,557	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	3,557	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	16,251	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <b>Refunded</b>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ (2) On foundation managers. ▶ \$		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered See instructions GA		
<b>b</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 <i>General Instruction G</i> ? If "No," attach explanation	X	
<b>9</b> 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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

<b>11</b>	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.	<b>11</b>	Yes	No
<b>12</b>	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.	<b>12</b>	X	
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶</b> N/A	<b>13</b>	X	
<b>14</b>	The books are in care of <b>▶</b> SUNTRUST BANK Telephone no. <b>▶</b> 1-888-942-3272 Located at <b>▶</b> PO BOX 1908, ORLANDO FL ZIP+4 <b>▶</b> 32802-1908			
<b>15</b>	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 <b>▶</b> 15 N/A			
<b>16</b>	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <b>▶</b>	<b>16</b>		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

<b>1a</b>	During the year, did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here <b>▶</b> <input type="checkbox"/>	<b>1b</b>	N/A	
<b>c</b>	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 2017?	<b>1c</b>		X
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) <b>▶</b>	<b>2b</b>	N/A	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶</b> 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2017 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 2017.)	<b>3b</b>	N/A	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		X
<b>b</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 2017?	<b>4b</b>		X

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

<b>5a</b>	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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		<b>5b</b>	N/A
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
<b>c</b>	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	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		<b>6b</b>	X
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT F HATCHER PO BOX 5001 MACON, GA 31208	PRESIDENT/DIRECTOR AS REQ'D	0		
ROBERT F HATCHER JR PO BOX 5001 MACON, GA 31208	SECRETARY AS REQ'D	0		

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SUNTRUST BANK, INC PO BOX 4655, ATLANTA, GA 30302	INVESTMENT MGMT & ADMIN SV	41,188

**Total** number of others receiving over \$50,000 for professional services**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 NONE

2

3

4

**Part IX-B Summary of Program-Related Investments** (see instructions)

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

Amount

1 NONE

2

All other program-related investments. See instructions

3 NONE

**Total.** Add lines 1 through 3

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,817,682
<b>b</b>	Average of monthly cash balances	<b>1b</b>	231,130
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	7,048,812
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	7,048,812
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	<b>4</b>	105,732
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	6,943,080
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	347,154

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	347,154
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5	<b>2a</b>	19,808
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	19,808
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	327,346
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	327,346
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	327,346

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	272,194
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	272,194
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	272,194

**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.



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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				327,346
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012				
<b>b</b> From 2013	51,381			
<b>c</b> From 2014				
<b>d</b> From 2015				
<b>e</b> From 2016				
<b>f</b> Total of lines 3a through e	51,381			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 272,194				
<b>a</b> Applied to 2016, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2017 distributable amount				272,194
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	51,381			51,381
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				3,771
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013				
<b>b</b> Excess from 2014				
<b>c</b> Excess from 2015				
<b>d</b> Excess from 2016				
<b>e</b> Excess from 2017				

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

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Page **11****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
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	248,500
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0





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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

MIDDLE GEORGIA STATE UNIVERSITY FDN

**Street**

100 UNIVERSITY PKWY

**City**

MACON

**State**

GA

**Zip Code**

31206

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

PLEDGE PAYMENT

**Amount**

60,000

**Name**

21ST CENTURY PARTNERSHIP FUND

**Street****City****State****Zip Code****Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

PLEDGE PAYMENT

**Amount**

5,000

**Name**

NEWTOWN MACON

**Street****City****State****Zip Code****Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

PLEDGE PAYMENT

**Amount**

2,500

**Name**

GEORGIA PUBLIC POLICY FOUNDATION

**Street****City****State****Zip Code****Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

ANNUAL OPERATING FUND

**Amount**

10,000

**Name**

MUSEUM OF ARTS AND SCIENCES

**Street****City****State****Zip Code****Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

ANNUAL FUND/PLEDGE

**Amount**

55,000

**Name**

SALVATION ARMY

**Street****City****State****Zip Code****Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

ANNUAL FUNDS

**Amount**

1,000

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

STRATFORD ACADEMY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
ANNUAL FUNDS	1,000

Name

WESLEYAN COLLEGE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
ANNUAL FUNDS	2,000

Name

UGA FOUNDATION FOR STATE BOTANICAL GARDEN OF GA

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
BOTANICAL GARDEN PLEDGE	2,000

Name

COMMUNITY FOUNDATION OF CENTRAL GA

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GEORGIA PIN LEVEL FUND	60,000

Name

MERCER UNIVERSITY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
PLEDGE PAYMENT	50,000

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount		Totals		Gross Sales		Cost or Other Basis		Expenses of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss	
Short Term CG Distributions		4,513		Capital Gains/Losses		Other sales		3,538,023		0		2,703,537		0		832,486	
Description	CUSIP #	Check "X" if to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
1 SPDR S&P 500 ETF TRUST	78462F103	X				2/24/2011	1/12/2017	25,988	15,049					10,939			
2 SPDR S&P 500 ETF TRUST	78462F103	X				8/4/2011	7/28/2017	77,706	34,887					43,019			
3 SPDR S&P 500 ETF TRUST	78462F103	X				4/20/2005	7/28/2017	29,109	13,602					15,507			
4 SPDR S&P 500 ETF TRUST	78462F103	X				2/24/2011	7/28/2017	1,233	654					579			
5 SPDR S&P 500 ETF TRUST	78462F103	X				5/12/2004	7/28/2017	89,300	39,697					49,603			
6 SPDR S&P 500 ETF TRUST	78462F103	X				5/12/2004	8/11/2017	69,562	31,253					38,309			
7 SPDR S&P 500 ETF TRUST	78462F103	X				5/11/2004	8/11/2017	463,745	207,043					256,702			
8 SPDR S&P 500 ETF TRUST	78462F103	X				8/5/2004	8/11/2017	24,408	10,933					13,475			
9 SPDR S&P 500 ETF TRUST	78462F103	X				5/22/2015	1/12/2017	12,817	11,992					925			
10 SPDR S&P 500 ETF TRUST	78462F103	X				6/12/2015	1/12/2017	35,887	32,781					3,106			
11 SPDR S&P 500 ETF TRUST	78462F103	X				8/18/2011	6/14/2017	108,562	58,109					50,453			
12 SPDR S&P 500 ETF TRUST	78462F103	X				9/19/2012	6/14/2017	257,834	167,865					89,969			
13 SPDR S&P 500 ETF TRUST	78462F103	X				6/12/2015	6/14/2017	2,714	2,342					372			
14 SPDR S&P 500 ETF TRUST	78462F103	X				8/20/2015	6/14/2017	22,617	19,232					3,385			
15 SHELL INTL FIN 4 300% 8	822582A11	X				5/20/2011	8/21/2017	52,372	52,803					-233			
16 STATE STREET CORP 4 37	854777A08	X				7/11/2011	8/21/2017	26,716	26,014					702			
17 TARGET CORP 3 875%	87612EA08	X				3/17/2015	8/21/2017	52,808	52,450					356			
18 VAN ECK EMERGING MARKE	921075438	X				1/25/2017	10/9/2017	196,690	148,000					48,690			
19 BRANCH BANKING & TR 2 3	07330NAD7	X				12/13/2016	10/9/2017	77,610	55,817					21,793			
20 BECTON DICKINSON 5 000	075887AU3	X				3/17/2015	8/21/2017	25,100	25,223					-123			
21 BERKSHIRE HATHAWAY 3 4	084670BF4	X				1/19/2012	5/22/2017	26,632	29,074					-2,442			
22 CISCO SYSTEMS INC 3 150	17275RA08	X				5/25/2011	3/14/2017	26,380	25,748					632			
23 OFA EMERG MKTS CORE EO	233203421	X				8/14/2017	3/14/2017	50,000	51,182					-1,182			
24 FHLB 2 375% 6/09/1	31337RJ07	X				1/19/2017	1/19/2017	37,900	34,802					3,098			
25 GOETHAL ABSOLUTE RETUR	360873137	X				7/29/2016	1/25/2017	52,572	52,519					-1,793			
26 HEIGHTS FINANCE CO 7 500	459219C4	X				12/23/2015	8/7/2017	100,000	99,811					189			
27 IBM CORP 3 375% 8/04	428220HP9	X				8/30/2017	8/30/2017	250,000	250,000					0			
28 ISHARES MSCI EAFE ETF	464287465	X				4/11/2014	8/21/2017	52,122	49,848					2,274			
29 ISHARES MSCI EAFE ETF	464287465	X				12/13/2016	8/17/2017	282,564	251,943					30,621			
30 ISHARES RUSSELL MIDCAP	464287473	X				5/22/2015	8/17/2017	12,365	11,834					532			
31 ISHARES RUSSELL MIDCAP	464287481	X				5/22/2015	8/17/2017	9,713	8,984					729			
32 ISHARES RUSSELL MIDCAP	464287481	X				1/23/2017	8/17/2017	6,475	6,087					388			
33 ISHARES RUSSELL MIDCAP	464287481	X				3/10/2009	8/17/2017	15,648	3,938					11,710			
34 ISHARES RUSSELL 1000 GR	464287614	X				6/12/2015	8/17/2017	12,141	10,033					2,108			
35 ISHARES RUSSELL 1000 GR	464287614	X				8/20/2015	8/17/2017	17,604	14,387					3,217			
36 ISHARES RUSSELL 1000 GR	464287614	X				9/19/2012	8/17/2017	86,805	48,710					38,096			
37 ISHARES RUSSELL 2000 VAL	464287630	X				3/10/2009	1/25/2017	34,847	9,905					24,942			
38 ISHARES RUSSELL 2000 VAL	464287630	X				9/19/2012	1/25/2017	1,202	762					440			
39 ISHARES RUSSELL 2000 VAL	464287630	X				3/25/2015	1/25/2017	6,003	5,142					861			
40 ISHARES RUSSELL 2000 VAL	464287630	X				5/22/2015	1/25/2017	6,008	5,126					882			
41 ISHARES RUSSELL 2000 GR	464287648	X				3/10/2009	1/12/2017	38,836	10,032					28,804			
42 ISHARES RUSSELL 2000 GR	464287648	X				5/22/2015	1/12/2017	3,884	3,830					54			
43 LORD ABBETT SHRT DUR IN	543916688	X				3/20/2017	6/14/2017	50,000	50,000					0			
44 LORD ABBETT SHRT DUR IN	543916688	X				5/25/2017	6/14/2017	25,000	25,000					0			
45 LORD ABBETT SHRT DUR IN	543916688	X				9/11/2017	11/1/2017	200,937	200,937					0			
46 LORD ABBETT SHRT DUR IN	543916688	X				8/23/2017	11/20/2017	181,900	182,778					-878			
47 MIDCOUNTRY FINL CORP CO	595652108	X				12/31/2017	12/31/2017	4	4					0			
48 ORACLE CORP 3 875%	68389XAK1	X				3/17/2015	8/21/2017	26,470	26,114					356			
49 PFIZER INC 4 850% 30	717087A06	X				2/28/2012	8/21/2017	50,782	57,848					-7,066			
50 SPDR S&P 500 ETF TRUST	78462F103	X				7/9/2013	1/12/2017	4,520	3,303					1,217			
51 ISHARES RUSSELL MIDCAP	464287473	X				3/10/2009	8/17/2017	19,373	4,875					14,398			
52 MAP 2012		X						8,863						8,863			



**Part I, Line 11 (990-PF) - Other Income**

		22,553	22,553	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	MAP 2006, LP	11,080	11,080	
2	MAP 2012, LP	11,473	11,473	

**Part I, Line 16b (990-PF) - Accounting Fees**

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

**Part I, Line 16c (990-PF) - Other Professional Fees**

		41,188	20,594	0	20,594
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
<b>1</b>	INVESTMENT MANAGEMENT FEES	41,188	20,594		20,594

**Part I, Line 18 (990-PF) - Taxes**

		8,284	2,644	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<b>1</b>	FOREIGN TAX WITHHELD	2,644	2,644		
<b>2</b>	PY EXCISE TAX DUE	2,083			
<b>3</b>	ESTIMATED EXCISE PAYMENTS	3,557			

**Part I, Line 23 (990-PF) - Other Expenses**

		6,661	6,061	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PARTNERSHIP EXPENSES	6,061	6,061		
2	MISC OTHER CHARITABLE EXPENSE	600	0		600

**Part II, Line 13 (990-PF) - Investments - Other**

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED				7,358,047
2	DFA INTL VALUE FD		0	1,768,136	2,761,849
3	DFA EMERGING MKTS CORE EQUITY-I		0	58,250	64,831
4	LORD ABBETT SHT DUR INCOME-I		0	113,198	127,163
5	US TREAS 5 500% 8/15/28		0	367,222	364,262
6	US TREAS 3 750% 11/15/18		0	26,273	25,737
7	WAL-MART STORES INC 4 125% 2/01/19		0	30,642	30,504
8	US TREAS 2 750% 2/15/19		0	28,118	25,558
9	PRAXAIR INC 4 500% 8/15/19		0	30,486	30,299
10	US TREAS 3 375% 11/15/19		0	28,483	25,928
11	US TREAS 3 500% 5/15/20		0	25,931	25,688
12	JPMORGAN CHASE 4 400% 7/22/20		0	41,946	41,462
13	US TREAS 3 625% 2/15/21		0	26,457	26,264
14	STATE STREET CORP 4 375% 3/07/21		0	26,590	26,217
15	DEERE JOHN CAP CORP 3 900% 7/12/21		0	26,014	26,522
16	FED HOME LN MTG CORP 2 375% 1/13/22		0	26,575	26,184
17	BERKSHIRE HATHAWAY 3 400% 1/31/22		0	25,621	25,225
18	ADVISORS INNER CIRCLE FD CAM INTL		0	25,748	25,976
19	WFA ABSOLUTE RETURN FUND-INS		0	116,500	134,329
20	BRANDES INTL S/C EQUITY-I		0	100,585	100,559
21	BLACKSTONE ALT MULTI-STRAT-I		0	88,970	86,879
22	VAN ECK EMERGING MARKETS-I		0	96,790	99,015
23	AQR EQUITY MARKET NEUTRAL-R6		0	90,183	133,053
24	EATON VANCE ATLANTA CAP SMID-CAP-I		0	88,000	84,285
25	ISHARES TR S&P 500 INDEX ETF		0	22,000	26,267
26	ISHARES TR MSCI EAFE INDEX ETF		0	679,415	743,370
27	ISHARES RUSSELL MIDCAP VALUE INDEX		0	414,295	495,334
28	BANK AMER CORP 3 300% 1/11/23		0	9,315	39,226
29	U S. TREASURY NOTES 2 500% 8/15/23		0	20,508	20,460
30	SHELL INTERNATIONAL 3 400% 8/12/23		0	31,017	30,407
31	BRANCH BANKING & TR 2 300% 10/15/18		0	31,460	31,150
32	U S. TREASURY NOTES 2 750% 11/15/23		0	25,195	25,046
33	BLACKROCK INC 3 500% 3/18/24		0	20,962	20,541
34	ORACLE CORP 3 875% 7/15/20		0	26,319	25,984
35	APPLE INC 3 450% 5/06/24		0	26,031	26,066
36	EXXON MOBIL CORP 2 709% 3/06/25		0	26,128	25,926
37	FRANKLIN RES INC 2 850% 3/30/25		0	25,277	24,915
38	FNMA 1.500% 6/22/20		0	25,220	24,932
39	U S. TREASURY NOTES 2 125% 6/30/22		0	30,035	29,644
40	CVS HEALTH CORP 3 500% 7/20/22		0	25,421	24,954
41	CELGENE CORP 2 875% 8/15/20		0	20,830	20,372
42	KEYCORP MTN 2 900% 9/15/20		0	20,434	20,186
43	U.S. TREASURY NOTES 2 250% 11/15/25		0	20,413	20,187
44	FNMA 2 125% 4/24/26		0	20,246	19,824
45	FHLMC MTN 1.125% 8/12/21		0	19,789	19,300
46	GOLDMAN SACHS GP 3 500% 11/16/26		0	29,394	28,959
			0	20,000	20,117

**Part II, Line 13 (990-PF) - Investments - Other**

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	FORD MOTOR COMPANY 4.346% 12/08/2		0	20,523	20,852
48	AMERICAN EXPRESS 3.000% 10/30/24		0	9,994	9,983
49	FHLB 3.375% 9/08/23		0	26,955	26,375
50	FHLMC MTN 1.150% 7/26/19		0	50,000	49,428
51	ISHARES RUSSELL MIDCAP GROWTH INC		0	10,592	47,050
52	ISHARES TR RUSSELL 1000 VALUE INDEX		0	136,662	142,245
53	ISHARES TR RUSSELL 1000 GROWTH INC		0	152,548	379,124
54	ISHARES TR RUSSELL 2000 VALUE INDEX		0	45,292	46,024
55	ISHARES TR RUSSELL 2000 GROWTH INC		0	50,577	56,010
56	MAP 2006, LP			135,179	250,000
57	MAP 2012, LP			214,084	250,000
			0	5,698,828	7,358,047

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

1	MUTUAL FUND TIMING DIFFERENCE	1	5,637
2	PURCHASE OF ACCRUED INTEREST C/O FROM PY	2	969
3	Total	3	6,606

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**Line 5 - Decreases not included in Part III, Line 2**

1	MUTUAL FUND TIMING DIFFERENCE	1	4,542
2	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	2	2,773
3	COST BASIS ADJUSTMENT	3	1,786
4	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	4	364,878
5	Total	5	373,979

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions														Short Term CG Distributions													
4,513														0													

**Part VII-A, Line 12 (990-PF) - Distribution to a Donor Advised Fund**

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☒ Check ("X") if the distribution was treated as a qualifying distribution

Georgia Pine Level Foundation maintains a companion donor advised fund at the Community Foundation of Central Georgia to  
respond to smaller grant requests that fall outside the normal grant timing for the foundation. The annual grant into the fund is  
generally given away each year and only a small balance is maintained. The fees paid by the fund aid the Community Foundatio  
in furtherance of their mission of serving the local community, much of which is shared by Georgia Pine Level Foundation

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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	ROBERT F HATCHER		PO BOX 5001	MACON	GA	31208		PRESIDENT/AS REQ'D DIRECTOR		0		
2	ROBERT F HATCHER JR		PO BOX 5001	MACON	GA	31208		SECRETARY/AS REQ'D		0		

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	3,557
7 Total	7	3,557

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2017****Name of the organization**

GEORGIA PINE LEVEL FOUNDATION, INC

**Employer identification number**

58-6163477

**Organization type** (check one)**Filers of:****Section:**

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ .....

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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Name of organization GEORGIA PINE LEVEL FOUNDATION, INC.	Employer identification number 58-6163477
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT F. HATCHER PO BOX 5001 MACON GA 31208 Foreign State or Province Foreign Country	\$ 388,206	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
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			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Page **3**

Name of organization

GEORGIA PINE LEVEL FOUNDATION, INC

Employer identification number

58-6163477

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	4000 UNITS BB&T CORP ----- ----- -----	\$ 187,880	10/5/2017
	4100 UNITS BB&T CORP ----- ----- -----	\$ 200,326	11/9/2017
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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Name of organization GEORGIA PINE LEVEL FOUNDATION, INC	Employer identification number 58-6163477
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ 0

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

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