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EXTENDED TO JULY 15, 2020

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning JUL 1, 2018, and ending JUN 30, 2019

Name of foundation: ANVERSE, INC.

A Employer identification number: 58-2507031

Number and street (or P O box number if mail is not delivered to street address): PO BOX 3248 | Room/suite

B Telephone number: 678-721-0251

City or town, state or province, country, and ZIP or foreign postal code: CARTERSVILLE, GA 30120

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 107,733,166.

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	5,267,277.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	475,427.	475,427.	475,427.	STATEMENT 1
	5a Gross rents	1,650.	1,650.	1,650.	STATEMENT 2
	b Net rental income or (loss) 1,650.				
	6a Net gain or (loss) from sale of assets not on line 10	1,024,349.			STATEMENT 3
	b Gross sales price for all assets on line 6a 16,730,712.				
	7 Capital gain net income (from Part IV, line 2)		3,867,668.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances 853.				STATEMENT 4
	b Less Cost of goods sold 238.				
	c Gross profit or (loss)	615.		615.	
	11 Other income	739,042.	93,144.	739,042.	STATEMENT 5
	12 Total. Add lines 1 through 11	7,508,360.	4,437,889.	1,216,734.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	157,500.	15,750.	15,750.	141,750.
	14 Other employee salaries and wages	4,335,251.	0.	188,867.	4,146,384.
	15 Pension plans, employee benefits	1,010,363.	0.	35,136.	982,265.
	16a Legal fees STMT 6	1,448.	0.	262.	1,185.
	b Accounting fees STMT 7	3,000.	0.	0.	3,000.
	c Other professional fees STMT 8	23,583.	23,583.	22,291.	0.
	17 Interest				
	18 Taxes STMT 9	392.	349.	349.	0.
	19 Depreciation and depletion	2,101,794.	0.	0.	
	20 Occupancy	903,628.	0.	157,116.	1,347,733.
	21 Travel, conferences, and meetings	47,782.	0.	2,954.	44,093.
	22 Printing and publications				
	23 Other expenses STMT 10	1,868,082.	0.	223,126.	1,655,612.
	24 Total operating and administrative expenses. Add lines 13 through 23	10,452,823.	39,682.	645,851.	8,322,022.
	25 Contributions, gifts, grants paid	2,638,710.			2,625,710.
	26 Total expenses and disbursements. Add lines 24 and 25	13,091,533.	39,682.	645,851.	10,947,732.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-5,583,173.			
	b Net investment income (if negative, enter -0-)		4,398,207.		
	c Adjusted net income (if negative, enter -0-)			570,883.	

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NOV 23 2020

823501 12-11-18 LHA For Paperwork Reduction Act Notice, see instructions.

1906 03 03/03 958 14

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	200.	640.	640.
	2 Savings and temporary cash investments	22,785,131.	14,337,348.	14,337,348.
	3 Accounts receivable ▶ 29,135.			
	Less allowance for doubtful accounts ▶	22,439.	29,135.	29,135.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	159,768.	315,868.	315,868.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 13	10,313,905.	8,212,709.	8,212,709.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 40,100.			
	Less accumulated depreciation ▶ 8,235.	32,322.	31,865.	31,865.
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	2,405,302.	1,039,864.	1,039,864.
	14 Land, buildings, and equipment basis ▶ 103,672,966.			
	Less accumulated depreciation ▶ 29,361,063.	68,919,885.	74,311,903.	74,311,903.
	15 Other assets (describe ▶ STATEMENT 15)	9,513,790.	9,453,834.	9,453,834.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	114,152,742.	107,733,166.	107,733,166.
Liabilities	17 Accounts payable and accrued expenses	129,745.	608,077.	
	18 Grants payable			
	19 Deferred revenue	10,750.		
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	140,495.	608,077.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	114,012,247.	107,125,089.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	114,012,247.	107,125,089.	
	31 Total liabilities and net assets/fund balances	114,152,742.	107,733,166.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	114,012,247.
2	Enter amount from Part I, line 27a	2	-5,583,173.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	108,429,074.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	1,303,985.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	107,125,089.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

	(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.)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e	16,724,402.		12,856,653.	3,867,668.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				3,867,668.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 3,867,668.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** -241,151.

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))
2017	14,976,923.	22,641,880.	.661470
2016	7,873,406.	19,729,073.	.399076
2015	7,259,917.	21,573,176.	.336525
2014	7,174,436.	22,482,106.	.319118
2013	7,298,093.	23,593,214.	.309330

2 **Total** of line 1, column (d)	2	2.025519
3 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	3	.405104
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	17,233,708.
5 Multiply line 4 by line 3	5	6,981,444.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	43,982.
7 Add lines 5 and 6	7	7,025,426.
8 Enter qualifying distributions from Part XII, line 4	8	18,860,308.

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1,516 SHS - DESPEGAR	P		08/31/18
b	11,497 SHS - WASTE MANAGEMENT	D		06/14/19
c	2,095 SHS - CHARTER COMMUNICATIONS	D		06/14/19
d	21,621.00 - MERCK	D		06/14/19
e	25,200 SHS - COCA COLA	D		06/14/19
f	3,117 SHS - DESPEGAR	P		12/28/18
g	79 SHS - COMPUTER SYSTEMS & PROGRAMS	P		07/31/18
h	AEA MEZZANINE (UNLEVERAGED) FUND, L.P.	P		
i	AUDAX MEZZANINE FUND II, L.P.	P		
j	AUDAX PRIVATE EQUITY FUND III, LP	P		
k	BERKSHIRE MULTIFAMILY VALUE FD	P		
l	CARLYLE EUROPE PARTNERS III, LP	P		
m	CARLYLE PARTNERS V, LP	P		
n	CARLYLE REALTY PARTNERS V MC, LP	P		
o	CARLYLE REALTY PARTNERS V, LP	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	25,324.		3,494.	21,830.
b	1,303,313.		365,652.	937,661.
c	815,739.		18,350.	797,389.
d	1,788,852.		670,982.	1,117,870.
e	1,288,071.		1,148,490.	139,581.
f	38,617.		7,186.	31,431.
g	2,464.		1,706.	758.
h	1,840.			1,840.
i	298.			298.
j	8,976.			8,976.
k			5,382.	-5,382.
l	24,766.			24,766.
m			4,421.	-4,421.
n			21,168.	-21,168.
o	2,120.			2,120.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				21,830.
b				937,661.
c				797,389.
d				1,117,870.
e				139,581.
f				31,431.
g				758.
h				1,840.
i				298.
j				8,976.
k				-5,382.
l				24,766.
m				-4,421.
n				-21,168.
o				2,120.

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

823591
04-01-18

** (SHORT-TERM)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CARLYLE RIVERSTONE TE PARTNERS III	P		
b	CARLYLE STRATEGIC PARTNERS II, LP	P		
c	CORTEC GROUP FUND IV, L.P.	P		
d	CRP V AIV, LP	P		
e	DLJ REAL ESTATE CAPITAL PARTNERS III, L.P.	P		
f	FRANCISCO PARTNERS II CAYMAN, L.P.	P		
g	FRANCISCO PARTNERS II CAYMAN, L.P.	P		
h	FRANCISCO PARTNERS II, L.P.	P		
i	FRANCISCO PARTNERS II, L.P.	P		
j	GOLDENTREE OFFSHORE FUND	P		
k	GOLDMAN- PUBLICLY TRADED SECURITIES	P		
l	GOLDMAN- PUBLICLY TRADED SECURITIES	P		
m	IP III BLOCKER-I, LP	P		
n	JLL FUND V AIF II, LP	P		
o	JLL FUND V, LP	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			738.	-738.
b	249.			249.
c	874.			874.
d			126.	-126.
e	33.			33.
f			15,443.	-15,443.
g			1,841.	-1,841.
h			1,312.	-1,312.
i			690.	-690.
j			198.	-198.
k	4,142,466.		3,380,915.	761,551.
l	6,168,429.		6,309,101.	-140,672.
m	870.			870.
n	444.			444.
o	84.			84.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-738.
b				** 249.
c				874.
d				-126.
e				33.
f				-15,443.
g				** -1,841.
h				** -1,312.
i				-690.
j				-198.
k				761,551.
l				** -140,672.
m				870.
n				444.
o				84.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

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

** (SHORT-TERM)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MADISON-DEARBORN CAPITAL PARTNERS V-C, L.P.	P		
b	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS III	P		
c	MHR INSTITUTIONAL PARTNERS III LP	P		
d	MPGOP III THIFT AV-I, LP	P		
e	NORTH AMERICAN REAL ESTATE PARTNERS	P		
f	PRIVATE ADVISORS COINVESTMENT FUND, LP	P		
g	S&P 500 INDX - 1256 CONTRACTS MARKED TO MARKET	P		
h	S&P 500 INDX - 1256 CONTRACTS MARKED TO MARKET	P		
i	SAW MILL CAPITAL PARTNERS, LP	P		
j	SILVER LAKE PARTNERS III, LP (BROWN ADVISORY SER	P		
k	SOVEREIGN AXIS ASSETS, LLC	P		
l	SOVEREIGN AXIS ASSETS, LLC	P		
m	STRATEGIC PARTNERS III	P		
n	STRATEGIC PARTNERS III	P		
o	TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IV, LP	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,751.			3,751.
b	48,268.			48,268.
c	1,190.			1,190.
d			16,866.	-16,866.
e			6,948.	-6,948.
f	5,590.			5,509.
g	17,447.		159,975.	-142,528.
h	533,374.		628,392.	-95,018.
i	236,171.			236,171.
j	15,020.			15,020.
k			1,302.	-1,302.
l	244,721.			244,721.
m			65,978.	-65,978.
n			1,255.	-1,255.
o			17,408.	-17,408.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3,751.
b				48,268.
c				1,190.
d				-16,866.
e				-6,948.
f				5,509.
g				-142,528.
h				** -95,018.
i				236,171.
j				15,020.
k				** -1,302.
l				244,721.
m				-65,978.
n				** -1,255.
o				-17,408.

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

823591
04-01-18

** (SHORT-TERM)

ANVERSE, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TOWER SQUARE CAPITAL PARTNERS II-B, L.P.	P		
b	WCP REAL ESTATE FUND I, LP	P		
c	WELSH, CARSON, ANDERSON & STOWE X	P		
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,404.			1,404.
b			1,334.	-1,334.
c	3,637.			3,637.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,404.
b				-1,334.
c				3,637.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	3,867,668.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	-241,151.

823591
04-01-18

** (SHORT-TERM)

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	43,982.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			2	0.
3	Add lines 1 and 2			3	43,982.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	43,982.
6	Credits/Payments				
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	130,052.		
b	Exempt foreign organizations - tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d	0.		
7	Total credits and payments. Add lines 6a through 6d			7	130,052.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	0.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	86,070.
11	Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶	86,070.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ GA, MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			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 STMT 16	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LISA KRAUSS Telephone no. ▶ 678-721-0251

Located at ▶ PO BOX 3248, CARTERSVILLE, GA ZIP+4 ▶ 30120

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

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

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		X

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No			

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		157,500.	55,452.	840.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRIS PORTER PO BOX 3188, CARTERSVILLE, GA 30120	PROJECT MANAGER 40.00	275,000.	38,307.	0.
PETER GILLIS PO BOX 3188, CARTERSVILLE, GA 30120	PROJECT MANAGER 40.00	150,000.	32,741.	0.
LISA KRAUSS PO BOX 3188, CARTERSVILLE, GA 30120	CONTROLLER 40.00	105,000.	15,285.	0.
HUGH L BURGER PO BOX 3188, CARTERSVILLE, GA 30120	PROGRAM DIRECTOR 40.00	102,460.	16,101.	0.
MARK S. KRIDER PO BOX 3188, CARTERSVILLE, GA 30120	DIRECTOR CCNFP 40.00	90,960.	14,814.	0.
Total number of other employees paid over $50,000 ▶				6

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
C.H. KIRKPATRICK & SONS, INC. P.O. BOX 790, WHITE, GA 30184	GENERAL CONTRACTOR	3847789.
INOX DESIGN, INC. - 1640 POWERS FERRY ROAD, SUITE 200, MARIETTA, GA 30067	DESIGN SERVICES	432,446.
FRANK BERGMAN 115 HIGHLAND VIEW PASS, WHITE, GA 30184	ARCHITECT	255,156.
STEVENSON ENGINEERING 1130 N TENNESSEE ST., CARTERSVILLE, GA 30120	CIVIL ENGINEERING	178,354.
AIRCOND CORPORATION 400 LAKE RIDGE DR, SE, SMYRNA, GA 30082	HVAC CONTRACTOR	143,352.
Total number of others receiving over $50,000 for professional services ▶		2

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 SEE STATEMENT 18	7,101,065.
2 SEE STATEMENT 19	609,551.
3 SEE STATEMENT 20	397,817.
4 SEE STATEMENT 21	474,817.

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	13,669,909.
b	Average of monthly cash balances	1b	11,281,382.
c	Fair market value of all other assets	1c	1,736,646.
d	**Total** (add lines 1a, b, and c)	1d	26,687,937.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	26,687,937.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 22	4	9,454,229.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,233,708.
6	**Minimum investment return** Enter 5% of line 5	6	861,685.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ▶ [X] and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2018 from Part VI, line 5 — 2a		
b	Income tax for 2018. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	10,947,732.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	7,912,576.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	18,860,308.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	43,982.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	18,816,326.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years: ____ , ____ , ____				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ ____				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract 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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				
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)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

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 2018, enter the date of the ruling ▶ 07/05/01

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

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	570,883.	706,253.	615,477.	536,823.	2,429,436.
b 85% of line 2a	485,251.	600,315.	523,155.	456,300.	2,065,021.
c Qualifying distributions from Part XII, line 4 for each year listed	18,860,308.	15,071,155.	7,884,989.	7,278,391.	49,094,843.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	5,534.	1,661,730.	1,323,884.	2,991,148.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	18,860,308.	15,065,621.	6,223,259.	5,954,507.	46,103,695.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	574,457.	754,729.	657,636.	719,106.	2,705,928.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 **Information Regarding Foundation Managers:**

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

JONATHAN J. OSCHER

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

NONE

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

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

a The name, address, and telephone number or email 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.

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLSTARS COMMUNITY THEATRE 81 PEEPLES VALLEY ROAD, SUITE 102 CARTERSVILLE, GA 30121		PC	MATCHING GRANT	25.
ALZHEIMER'S ASSOC NATIONAL OFF 225 N. MICHIGAN AVE CHICAGO, IL 60601		PC	MATCHING GRANT	50.
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA, GA 30303		PC	MATCHING GRANT	150.
AMERICAN HEART ASSOCIATION 1101 NORTCHASE PARKWAY MARIETTA, GA 30067		PC	MATCHING GRANT	50.
BARTOW COLLABORATIVE 475 EAST MAIN STREET #218 CARTERSVILLE, GA 30120		PC	MATCHING GRANT	50.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,638,710.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BARTOW COLLABORATIVE 475 EAST MAIN STREET #218 CARTERSVILLE, GA 30120		PC	GRANT FOR 2019 DESTINATION GRADUATION	2,000.
BARTOW COLLABORATIVE 475 EAST MAIN STREET #218 CARTERSVILLE, GA 30120		PC	GRANT FOR 2019 BARTOW GIVE A KID A CHANCE	1,000.
BARTOW COUNTY BOARD OF EDUCATION 65 GILREATH ROAD CARTERSVILLE, GA 30121		GOV	ROOM RENTAL AND A/V SETUP AT BWAM	1,320.
BARTOW COUNTY COLLEGE AND CAREER ACADEMY CARTERSVILLE, GA 30120		PC	GRANT FOR EKG EQUIPMENT	6,500.
BARTOW COUNTY EDUCATION FOUNDATION INC P.O. BOX 200007 CARTERSVILLE, GA 30121		PC	FUNDING FOR STATE OF GA REACH SCHOLARSHIPS	8,000.
BARTOW COUNTY ROTARY CLUB P.O. BOX 1293 CARTERSVILLE, GA 30120		PC	FUNDING FOR TASTE OF CARTERSVILLE	3,000.
BARTOW COUNTY SCHOOL SYSTEM 65 GILREATH ROAD CARTERSVILLE, GA 30121		GOV	FUNDING FOR RENAISSANCE PROGRAM	22,500.
BARTOW HEALTH ACCESS INC 31 POINTE NORTH DRIVE CARTERSVILLE, GA 30120		PC	MATCHING GRANT	1,280.
BARTOW HEALTH ACCESS INC 31 POINTE NORTH DRIVE CARTERSVILLE, GA 30120		PC	GRANT FOR DENTAL SERVICES	25,000.
BENT TREE FOUNDATION 744 NOAH DRIVE, #113 JASPER, GA 30143		PC	MATCHING GRANT	500.
Total from continuation sheets				2,638,385.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CARTERSVILLE CITY SCHOOLS FOUNDATION CARTERSVILLE, GA 30120		GOV	GRANT FOR GATEKEY SCHOLARSHIPS	10,000.
CARTERSVILLE SCHOOL SYSTEM 15 NELSON STREET CARTERSVILLE, GA 30120		GOV	FUNDING FOR RENAISSANCE PROGRAM	15,000.
CEDARTOWN POLK CO HUMANE SOCIETY 1215 VEAL ST. CEDARTOWN, GA 30125		PC	MATCHING GRANT	125.
CHATTAHOOCHEE TECH FOUNDATION 980 SOUTH COBB DR MARIETTA, GA 30060		PC	NON-RESTRICTED GRANT	5,000.
CHEROKEE COUNTY SCHOOL DISTRICT 1205 BLUFFS PARKWAY CANTON, GA 30114		PC	FUNDING FOR POLARIS EVENING SCHOOL	10,000.
CHRISTIAN LEAGUE FOR BATTERED P.O. BOX 1383 CARTERSVILLE, GA 30120		PC	MATCHING GRANT	100.
COMMUNITY FOUNDATION OF RAPPANHANNOCK 725 JACKSON ST, STE 114 FREDERICKBURG, VA 22404		PC	FUNDING FOR YOUTH IN PHILANTHROPY	2,500.
CRAVEN COUNTY PARTNERS IN EDUCATION 3600 TRENT ROAD NEW BERN, NC 28562		PC	FUNDING TO REPLACE LOST SCHOOL SUPPLIES - HURRICANE FLORENCE	15,000.
DOUGLAS COUNTY RESOURCE ALLIAN 10251 VETERANS MEMORIAL HWY LITHIA SPRINGS, GA 30122		PC	MATCHING GRANT	150.
DOUGLAS STREET UNITED 219 DOUGLAS ST CARTERSVILLE, GA 30120		PC	OPERATIONAL GRANT FOR AFTER SCHOOL PROGRAM	265,680.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ETOWAH SCHOLARSHIP FOUNDATION P.O. BOX 1239 CARTERSVILLE, GA 30120		PC	MATCHING GRANT	2,370.
ETOWAH SCHOLARSHIP FOUNDATION P.O. BOX 1239 CARTERSVILLE, GA 30120		PC	FUNDING FOR OPERATIONS AND STAFF	35,000.
ETOWAH VALLEY HUMANE SOCIETY 36 LADDS MOUNTAIN ROAD CARTERSVILLE, GA 30120		PC	MATCHING GRANT	50.
FAUQUIER COUNTY PUBLIC SCHOOLS M M PIERCE ELEMENTARY WARRENTON, VA 20186		GOV	FUNDING FOR BOOKS ON THE BUS PROGRAM	3,000.
FAUQUIER COUNTY PUBLIC SCHOOLS M M PIERCE ELEMENTARY WARRENTON, VA 20186		GOV	GRANT FOR MM PIERCE ELEMENTARY PLAYGROUND	20,000.
FAUQUIER FREE CLINIC 35 ROCK POINTE LANE WARRENTON, VA 20186		PC	GRANT FOR MEDICATION SHORTFALLS	20,000.
FIRST PRESBYTERIAN CHURCH 183 W. MAIN STREET CARTERSVILLE, GA 30120		PC	GRANT FOR OPERATIONS-HANDS OF CHRIST AFTER SCHOOL PROGRAM	500,000.
FUNDACION COMUNITARIA DE PUERTO RICO P.O. 70362 SAN JUAN, PR 00936-8362		PC	FUNDING FOR 9 NONPROFITS - DISASTER RELIEF	266,435.
FUNDACION COMUNITARIA DE PUERTO RICO P.O. 70362 SAN JUAN, PR 00936-8362		PC	FUNDING FOR BABY CRIBS & BEDS IN AGUADILLA	2,800.
GEORGIA MUSEUMS INC. 501 MUSEUM DRIVE CARTERSVILLE, GA 30120		PC	GRANT FOR CAPITAL EXPENDITURES	1,047,544.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GEORGIA PUBLIC BROADCASTING 260 14TH STREET ATLANTA, GA 30318		PC	MATCHING GRANT	60.
GOOD NEIGHBOR HOMELESS SHELTER 110 PORTER STREET CARTERSVILLE, GA 30120		PC	MATCHING GRANT	100.
GOOD NEIGHBOR HOMELESS SHELTER P.O. BOX 664 CARTERSVILLE, GA 30120		PC	GRANT - SALARIES OF EX DIR. & DEV DIR.	61,000.
GOOD NEIGHBOR HOMELESS SHELTER 110 PORTER STREET CARTERSVILLE, GA 30120		PC	MATCHING GRANT	100.
GOOD SAMARITAN HEALTH&WELLNESS 175 SAMARITAN DR. JASPER, GA 30143		PC	MATCHING GRANT	75.
GREENE LAMP 309 SUMMIT AVENUE KINSTON, NC 28501		PC	FUNDING FOR HURRICANE RELIEF - FOOD, CLOTHES & PARKING LOT REPAIR	20,000.
HEALTHREACH COMMUNITY CLINIC 400 E STATESVILLE AVE SUITE 300 MOORESVILLE, NC 28115		PC	GRANT FOR RENOVATIONS TO CLINIC & SECURITY SYSTEM	35,000.
HEALTHREACH COMMUNITY CLINIC 400 E STATESVILLE AVE SUITE 300 MOORESVILLE, NC 28115		PC	GRANT FOR RENOVATIONS & PLUMBING REPAIRS	7,500.
HICKORY LOG VOCATIONAL SCHOOL 3680 HIGHWAY 411 N.E. WHITE, GA 30184		PC	FUNDING FOR TECHNOLOGY UPGRADE, LIGHTING & PLUMBING RENOVATIONS	20,000.
HICKORY LOG VOCATIONAL SCHOOL 3680 HIGHWAY 411 N.E. WHITE, GA 30184		PC	FUNDING FOR 2 FREEZERS	1,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOPE CENTER FOUNDATION 960 JOE FRANK HARRIS PKWY CARTERSVILLE, GA 30120		PC	MATCHING GRANT	100.
HOPE CENTER FOUNDATION 962 MARKET PLACE BLVD SUITE 102 CARTERSVILLE, GA 30121		PC	FUNDING TO ASSIST WITH CANCER PATIENT NEEDS	5,000.
HOPE OF MOORESVILLE P.O. BOX 434 MOORESVILLE, NC 28115		PC	FUNDING FOR GUEST & HOUSE NEEDS	6,000.
IREDELL CO. PARTNERSHIP FOR YOUNG CHILDREN 734 SALISBURY ROAD STATESVILLE, NC 28677		PC	GRANT FOR FY 2018-2019 (FUNDS GO TO SOCIAL SERVICES SUBSIDY SYSTEM)	5,000.
KINSTON AREA RECOVERY EFFORTS 327 NORTH QUEEN STREET KINSTON, NC 28501		PC	FUNDING FOR DISASTER RECOVERY	25,000.
LOISANN'S HOPE HOUSE 902 LAFAYETTE BLVD FREDERICKSBURG, VA 22401		PC	FUNDING FOR PARKING LOT LINES & SIGNAGE REQUIRED BY CITY	7,500.
LOISANN'S HOPE HOUSE 902 LAFAYETTE BLVD FREDERICKSBURG, VA 22401		PC	FUNDING FOR PARKING LOT ENGINEERING & PAVING	3,000.
LOISANN'S HOPE HOUSE 902 LAFAYETTE BLVD FREDERICKSBURG, VA 22401		PC	GRANT FOR ROOF REPLACEMENT	25,000.
LOWE'S YMCA 170 JOE KNOX AVENUE MOORESVILLE, NC 28117		PC	GRANT FOR Y READERS PARKVIEW ELEMENTARY	7,500.
MARY WALTER ELEMENTARY SCHOOL 4529 MORRISVILLE RD BEALETON, VA 22712		GOV	GRANT FOR PLAYGROUND EQUIPMENT	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW FRONTIER OF BARTOW COUNTY 151 FIRE TOWER ROAD CARTERSVILLE, GA 30120		PC	MATCHING GRANT	56.
PICKENS COUNTY SHERIFF OFFICE 2985 CAMP ROAD JASPER, GA 30143		GOV	MATCHING GRANT	100.
RAPPAHANNOCK CASA INC 509-C LAFAYETTE BLVD FREDERICKSBURG, VA 22401		PC	GRANT FOR FURNISHING EQP.. AND OTHER PROGRAM RELATED EXPENSES	25,000.
RIVERSIDE FOUNDATION FOR THE PERFORMING ARTS 95 RIVERSIDE PARKWAY FREDERICKSBURG, VA 22406		PC	FUNDING FOR SUMMER THEATRE CAMP -AT RISK KIDS	5,000.
ROCK AND RIDE FOR THE CURE 25 S. MAIN STREET #2 YARDLEY , PA 19067		PC	MATCHING GRANT	50.
SE COUNCIL OF FOUNDATIONS 100 PEACHTREE ST, #2080 ATLANTA, GA 30303		PC	PROGRAM GRANT - SUSTAINING MEMBERSHIP	2,500.
SHOP WITH THE HEROS 104 ZENA DRIVE CARTERSVILLE, GA 30121		PC	MATCHING GRANT	100.
ST JUDES CHILDREN'S RESEARCH 262 DANNY THOMAS PLACE MEMPHIS, TN 38105		PC	MATCHING GRANT	50.
STAFFORD JUNCTION 791 TRUSLOW ROAD FREDERICKSBURG, VA 22406		PC	GRANT FOR BRAIN BUILDERS PROGRAM	22,000.
SUNTRUST BANK - HICKORY LOG P.O. BOX 791250 BALTIMORE, MD 21279-1250		PC	TV FOR HICKORY LOG	1,040.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRANQUILITY HOUSE P.O. BOX 1383 CARTERSVILLE, GA 30120		PC	FUNDING FOR MATTRESSES, SAFES & KEYPAD FOR GATE	6,000.
UNITED WAY BARTOW COUNTY P.O. BOX 1264 CARTERSVILLE, GA 30120		PC	MATCHING GRANT	200.
UNITED WAY OF COASTAL CAROLINA P.O. BOX 1385 NEW BERN, NC 28563		PC	RENOVATION OF HOMES DAMAGED BY HURRICANE FLORENCE- RESTRICTED TO CRAVEN COUNTY	50,000.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a SEE STATEMENT 23		173,798.			472,386.
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	475,427.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	1,650.	
6 Net rental income or (loss) from personal property					
7 Other investment income	900099	92,341.			
8 Gain or (loss) from sales of assets other than inventory			18	1,085,068.	-60,719.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			03	615.	
11 Other revenue:					
a SECTION 965(A) INCOME					
b INCLUSION					517.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		266,139.		1,562,760.	412,184.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,241,083.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1	RENTAL FROM GRAND THEATER IS A MINIMAL AMOUNT CHARGED TO HELP RECOVER
	COST OF THEATER OPERATION. GROUPS ARE CHARGED BASED ON ABILITY TO PAY.
	CHARGING RENT ALLOWS FOR MAINTENANCE OF A FACILITY IN THE COMMUNITY
	WHICH IS AVAILABLE TO PRESENT LIVE PERFORMANCES
1	ADMISSIONS AND TUITIONS ARE RECEIVED FROM CHILDREN'S CAMPS AND
	WORKSHOPS. THESE CAMPS ARE USED TO TEACH CHILDREN SCIENCE AND ART
	THROUGH HANDS ON EXPERIENCES.
1	REVENUES FROM ENRICHMENT PROGRAMS ARE RECEIVED FROM SCHOOL SYSTEMS IN
	EXCHANGE FOR PROVIDING A TEACHER RESOURCE CENTER. SCHOOLS OR INDIVIDUA
	PAY A FEE FOR ACCESS TO RESOURCE CENTER. RESOURCE CENTER PROVIDES
	LESSON AIDS, MATERIALS FOR USE IN EDUCATION AND CLASSROOM TRAINING.
1	SPACE IN THE CARROLL NONPROFIT CENTER IS PROVIDED TO OTHER NON-PROFIT
	ENTITIES EITHER FREE OF CHARGE OR FOR A NOMINAL RENTAL FEE. THE
	NON-PROFIT ENTITIES PAYS A PRO-RATED PORTION OF BUILDING UTILITIES.
1	SPACE IS RENTED IN TRC EDUCATION WING TO REINHARDT COLLEGE IN ORDER
	TO INCREASE TYPE AND NUMBER OF LOCAL COLLEGE LEVEL CLASSES AVAILABLE
	IN BARTOW COUNTY. RENT IS CHARGED AT THE COST OF UTILITIES AND OF
	MAINTAINING SECURITY FOR THE BUILDING.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 7/10/20 Title: EXECUTIVE DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DALE R. BAUMANN	DALE R. BAUMANN	07/10/20		P00295904

Firm's name ▶ REICON MANAGEMENT LLC — Firm's EIN ▶ 58-2541334

Firm's address ▶ PO BOX 3248 CARTERSVILLE, GA 30120 — Phone no 678-721-0251

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 for the latest information.**

OMB No 1545 0047

2018

Name of the organization	Employer identification number
ANVERSE, INC.	58-2507031

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 (entering "N/A" in column (b) instead of the contributor name and address), 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)

Name of organization	Employer identification number
ANVERSE, INC.	58-2507031

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	CENTURY BANK 215 EAST MAIN STREET CARTERSVILLE, GA 30120	$ 12,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	JON OSCHER PO BOX 785 CARTERSVILLE, GA 30120	$ 5,245,213.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization: ANVERSE, INC.

Employer identification number: 58-2507031

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
2	2,095.468 SHS-CHARTER COMM; 25,200 SHS-COCA COLA; 21,621.649 SHS-MERCK; 11,497.956 SHS-WASTE MGMT	$ 5,245,213.	06/12/19
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
ANVERSE, INC.	58-2507031

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 info once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AUDAX MEZZANINE FUND II, L.P.	6.	0.	6.	6.	6.
AUDAX PRIVATE EQUITY FUND III, LP	60.	0.	60.	60.	60.
C/R TE PARTNERS III, LP (GLOBAL ENERGY & POWER)	36.	0.	36.	36.	36.
CARLYLE EUROPE PARTNERS III, LP	485.	0.	485.	485.	485.
CARLYLE MEZZANINE LIQUIDATING TRUST	2.	0.	2.	2.	2.
CARLYLE PARTNERS V CAYMAN TE LP	6.	0.	6.	6.	6.
CARLYLE PARTNERS V MC	1.	0.	1.	1.	1.
CARLYLE PARTNERS V SN CAYMAN	4.	0.	4.	4.	4.
CARLYLE PARTNERS V, LP	454.	0.	454.	454.	454.
CARLYLE REALTY PARTNERS V, LP	515.	0.	515.	515.	515.
CARLYLE STRATEGIC PARTNERS II, LP	1.	0.	1.	1.	1.
CORTEC GROUP FUND IV, L.P.	50.	0.	50.	50.	50.
CRP V AIV, LP	1.	0.	1.	1.	1.
DLJ REAL ESTATE CAPITAL PARTNERS III, L.P.	90.	0.	90.	90.	90.
DOMAIN TIMBER INVESTMENTS II, LP	57.	0.	57.	57.	57.
FIDELITY DIVIDENDS	116,495.	0.	116,495.	116,495.	116,495.
FRANCISCO PARTNERS II CAYMAN, L.P.	51.	0.	51.	51.	51.
FRANCISCO PARTNERS II, L.P.	309.	0.	309.	309.	309.
GOLDMAN SACHS DIVIDENDS	178,521.	0.	178,521.	178,521.	178,521.
GOLDMAN SACHS INTEREST	157,341.	0.	157,341.	157,341.	157,341.
GS MEZZANINE PARTNERS 2006 OFFSHORE, L.P.	123.	0.	123.	123.	123.
IP III BLOCKER-I, LP	46.	0.	46.	46.	46.
JLL FUND V, LP	193.	0.	193.	193.	193.
MADISON DEARBORN CAPITAL PARTNERS V-C, L.P.	19.	0.	19.	19.	19.

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MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS III, LP	136.	0.	136.	136.	136.
MHR INSTITUTIONAL PARTNERS III LP	499.	0.	499.	499.	499.
MPGOP III THRIFT AV-1	38.	0.	38.	38.	38.
NORTH AMERICAN REAL ESTATE PARTNERS II, L.P.	2.	0.	2.	2.	2.
SAW MILL CAPITAL PARTNERS, LP	4,927.	0.	4,927.	4,927.	4,927.
SILVER LAKE PARTNERS III, LP (BROWN ADVISORY SERVICES)	2,265.	0.	2,265.	2,265.	2,265.
SOVEREIGN AXIS ASSETS, LLC	5,642.	0.	5,642.	5,642.	5,642.
STRATEGIC PARTNERS III, LP	6,056.	0.	6,056.	6,056.	6,056.
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IV, LP	40.	0.	40.	40.	40.
TOWER SQUARE CAPITAL PARTNERS II-B, L.P.	846.	0.	846.	846.	846.
TRILANTIC IV, LP	61.	0.	61.	61.	61.
WCP REAL ESTATE FUND I, LP	40.	0.	40.	40.	40.
WELSH, CARSON, ANDERSON & STOWE X, L.P.	9.	0.	9.	9.	9.
TO PART I, LINE 4	475,427.	0.	475,427.	475,427.	475,427.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BUILDING	1	1,650.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,650.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,516 SHS DESPEGAR			08/31/18

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,324.	3,494.	0.	0.	21,830.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
11,497 SHS - WASTE MANAGEMENT			06/14/19

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,303,313.	1,308,065.	0.	0.	-4,752.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,095 SHS - CHARTER COMMUNICATIONS			06/14/19

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
815,739.	821,884.	0.	0.	-6,145.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
21,621.00 - MERCK			06/14/19

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,788,852.	1,809,840.	0.	0.	-20,988.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25,200 SHS - COCA COLA			06/14/19

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,288,071.	1,305,423.	0.	0.	-17,352.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,117 SHS - DESPEGAR			12/28/18

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,617.	7,186.	0.	0.	31,431.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
79 SHS - COMPUTER SYSTEMS & PROGRAMS			07/31/18

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,464.	1,706.	0.	0.	758.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AEA MEZZANINE (UNLEVERAGED) FUND, L.P.	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,840.	0.	0.	0.	1,840.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AUDAX MEZZANINE FUND II, L.P.	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
298.	0.	0.	0.	298.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AUDAX PRIVATE EQUITY FUND III, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,976.	0.	0.	0.	8,976.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BERKSHIRE MULTIFAMILY VALUE FD	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	5,382.	0.	0.	-5,382.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CARLYLE EUROPE PARTNERS III, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,766.	0.	0.	0.	24,766.

ANVERSE, INC. 58-2507031

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CARLYLE PARTNERS V, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	4,421.	0.	0.	-4,421.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CARLYLE REALTY PARTNERS V MC, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	21,168.	0.	0.	-21,168.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CARLYLE REALTY PARTNERS V, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,120.	0.	0.	0.	2,120.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CARLYLE RIVERSTONE TE PARTNERS III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	738.	0.	0.	-738.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CARLYLE STRATEGIC PARTNERS II, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
249.	0.	0.	0.	249.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CORTEC GROUP FUND IV, L.P.	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
874.	0.	0.	0.	874.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CRP V AIV, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	126.	0.	0.	-126.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DLJ REAL ESTATE CAPITAL PARTNERS III, L.P.	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33.	0.	0.	0.	33.

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(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FRANCISCO PARTNERS II CAYMAN, L.P.				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	0.	15,443.	0.	0.	-15,443.	

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FRANCISCO PARTNERS II CAYMAN, L.P.				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	0.	1,841.	0.	0.	-1,841.	

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FRANCISCO PARTNERS II, L.P.				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	0.	1,312.	0.	0.	-1,312.	

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FRANCISCO PARTNERS II, L.P.				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	0.	690.	0.	0.	-690.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDENTREE OFFSHORE FUND			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	198.	0.	0.	-198.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN- PUBLICLY TRADED SECURITIES			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,142,466.	3,380,915.	0.	0.	761,551.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN- PUBLICLY TRADED SECURITIES			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,168,429.	6,309,101.	0.	0.	-140,672.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
IP III BLOCKER-I, LP			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
870.	0.	0.	0.	870.

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(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JLL FUND V AIF II, LP			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
444.	0.	0.	0.	444.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JLL FUND V, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
84.	0.	0.	0.	84.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MADISON DEARBORN CAPITAL PARTNERS V-C, L.P.	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,751.	0.	0.	0.	3,751.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS III, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,268.	0.	0.	0.	48,268.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MHR INSTITUTIONAL PARTNERS III LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,190.	0.	0.	0.	1,190.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MPGOP III THIFT AV-I, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	16,866.	0.	0.	-16,866.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NORTH AMERICAN REAL ESTATE PARTNERS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	6,948.	0.	0.	-6,948.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRIVATE ADVISORS COINVESTMENT FUND, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,590.	0.	0.	0.	5,509.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
S&P 500 INDX - 1256 CONTRACTS MARKED TO MARKET	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,447.	1,483.	0.	0.	15,964.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
S&P 500 INDX - 1256 CONTRACTS MARKED TO MARKET	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
533,374.	527,746.	0.	0.	5,628.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SAW MILL CAPITAL PARTNERS, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
236,171.	0.	0.	0.	236,171.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SILVER LAKE PARTNERS III, LP (BROWN ADVISORY SERVICES)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,020.	0.	0.	0.	15,020.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SOVEREIGN AXIS ASSETS, LLC	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,302.	0.	0.	-1,302.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SOVEREIGN AXIS ASSETS, LLC	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
244,721.	0.	0.	0.	244,721.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STRATEGIC PARTNERS III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	65,978.	0.	0.	-65,978.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STRATEGIC PARTNERS III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,255.	0.	0.	-1,255.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IV, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	17,408.	0.	0.	-17,408.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TOWER SQUARE CAPITAL PARTNERS II-B, L.P.	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,404.	0.	0.	0.	1,404.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WCP REAL ESTATE FUND I, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,334.	0.	0.	-1,334.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WELSH, CARSON, ANDERSON & STOWE X	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,637.	0.	0.	0.	3,637.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AUTOMOBILES	PURCHASED		06/30/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,310.	5,710.	0.	0.	600.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONSTRUCTION EQUIPMENT	PURCHASED		06/30/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	14,015.	0.	14,015.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COLLECTIONS	PURCHASED		06/30/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	59,956.	0.	0.	-59,956.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMPUTER HARDWARE	PURCHASED		06/30/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	8,297.	0.	8,297.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPLAYS	PURCHASED		06/30/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	859,340.	0.	859,340.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EQUIPMENT	PURCHASED		06/30/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	27,303.	0.	27,303.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FURNITURE	PURCHASED		06/30/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	2,497.	0.	2,418.	-79.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LIBRARY BOOKS	PURCHASED		06/30/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	15,929.	0.	15,929.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SOFTWARE	PURCHASED		06/30/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	11,863.	0.	10,579.	-1,284.

NET GAIN OR LOSS FROM SALE OF ASSETS	1,024,349.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,024,349.

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FORM 990-PF	INCOME AND COST OF GOODS SOLD ~~INCLUDED ON PART I, LINE 10~~	STATEMENT 4

INCOME

1. GROSS RECEIPTS	853	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		853
4. COST OF GOODS SOLD (LINE 15)	238	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		615
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		615

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED.		
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES	238	
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		238
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). . .		238

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FORM 990-PF	OTHER INCOME	STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INVESTMENT INCOME	92,341.	92,627.	92,341.
GRAND THEATRE RENTAL	39,834.	0.	39,834.
ADMISSIONS	91,802.	0.	91,802.
CAMP TUITION	27,840.	0.	27,840.
ENRICHMENT PROGRAMS	184,645.	0.	184,645.
EDUCATIONAL PROGRAMS	18,198.	0.	18,198.
CARROLL NONPROFIT CENTER PROGRAMS	110,067.	0.	110,067.
ADVERTISING	173,798.	0.	173,798.
SECTION 965(A) INCOME INCLUSION	517.	517.	517.
TOTAL TO FORM 990-PF, PART I, LINE 11	739,042.	93,144.	739,042.

FORM 990-PF	LEGAL FEES	STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,448.	0.	262.	1,185.
TO FM 990-PF, PG 1, LN 16A	1,448.	0.	262.	1,185.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WINDHAM BRANNON, PC	3,000.	0.	0.	3,000.
TO FORM 990-PF, PG 1, LN 16B	3,000.	0.	0.	3,000.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGT FEES - PARTNERSHIPS	1,292.	1,292.	0.	0.
INVESTMENT MGT FEES - GOLDMAN	22,291.	22,291.	22,291.	0.
TO FORM 990-PF, PG 1, LN 16C	23,583.	23,583.	22,291.	0.

FORM 990-PF	TAXES	STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	349.	349.	349.	0.
TAX EXPENSE FROM PARTNERSHIPS	43.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	392.	349.	349.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SUPPORT ALLOCATION	33,569.	0.	0.	36,569.
BANK SERVICE EXPENSE	98,997.	0.	7,771.	91,226.
BENEFIT PLAN EXPENSE	1,016.	0.	12.	1,003.
BENEVOLENCE PROGRAM	92,803.	0.	0.	93,541.
BOOKS & PERIODICALS	484.	0.	8.	476.
CAMP EXPENSES	23,384.	0.	23,386.	407.
COLLECTION CONSERVATION	4,665.	0.	0.	4,665.
COMPUTER EXPENSE	0.	0.	0.	2,751.
CONTRACT LABOR	26,644.	0.	8,257.	18,124.
DUES & SUBSCRIPTIONS	23,716.	0.	1,290.	22,101.
EDUCATION COLLECTION EXPENSE	345.	0.	0.	345.
EDUCATIONAL PROGRAM EXPENSE	28,749.	0.	0.	28,744.
ENTERTAINMENT SERIES EXPENSE	58,959.	0.	0.	58,959.
ENRICHMENT EXPENSES	119,555.	0.	35,701.	83,854.
EQUIP REPAIRS & MAINTNCE	30,199.	0.	1,165.	29,159.
EQUIPMENT RENTAL EXPENSE	12,715.	0.	290.	12,580.
EQUIPMENT SUPPLIES	31,048.	0.	1,944.	29,332.
EXHIBIT EXPENSE	199,506.	0.	0.	199,647.
FOOD	2,833.	0.	2,035.	797.
FUEL	10,357.	0.	177.	10,609.
INSTRUCTORS	27,289.	0.	0.	27,289.
INSURANCE	186,680.	0.	3,746.	182,934.
LIBRARY	196.	0.	0.	196.
LICENSES & OTHER TAXES	31,116.	0.	3,156.	28,084.
MARKETING	262,626.	0.	5,778.	256,405.
MATERIALS AND SUPPLIES	60,681.	0.	60,601.	-337.
MIS FEES	176,120.	0.	17,789.	166,374.
MISCELLANEOUS	-289.	0.	0.	-126.
MUSEUM MEMBER EXPENSE	30,817.	0.	0.	30,817.
NETWORK & COMMUNICATIONS	130,116.	0.	0.	122,943.
OFFICE SUPPLIES	24,997.	0.	1,242.	23,791.
PAYROLL SERVICE	37,531.	0.	0.	38,321.
POSTAGE	15,483.	0.	470.	15,008.
POSTERS	8.	0.	0.	8.
PRE-EMPLOYMENT EXPENSE	4,569.	0.	87.	5,383.
PROGRAMS	0.	0.	44,294.	-44,294.
RADIO PROGRAMMING	3,951.	0.	0.	4,051.
RADIO TOWER EXPENSES	4,339.	0.	0.	4,494.
RESEARCH	529.	0.	0.	677.
STAFF DEVELOPMENT	8,450.	0.	339.	8,648.
TICKETING/HOSTS	1,310.	0.	0.	1,310.
TV STUDIO	3,002.	0.	0.	3,002.
UNIFORMS	13,757.	0.	0.	14,207.
VEHICLE EXPENSES	4,216.	0.	498.	3,585.
VOLUNTEER EXPENSES	12,301.	0.	590.	11,711.
WORKERS COMPENSATION	28,743.	0.	2,500.	26,242.
TO FORM 990-PF, PG 1, LN 23	1,868,082.	0.	223,126.	1,655,612.

FOOTNOTES	STATEMENT 11

PAGE 5, PART VII-B, QUESTION 1(A)(3)
THE FOUNDATION WAS PROVIDED SPACE FREE OF CHARGE BY PARTNERSHIP IN WHICH LORRAINE MCCLAIN IS GENERAL PARTNER.

PAGE 5, PART VII-B, QUESTION 1(A)(4)
ANVERSE INC PAID ORDINARY AND REASONABLE COMPENSATION TO MARTY SONENSHINE, EXECUTIVE DIRECTOR OF THE FOUNDATION, FOR SERVICES PROVIDED AS AN EMPLOYEE. ANVERSE INC PROVIDED MEDICAL COVERAGE UNDER GROUP MEDICAL PLAN TO SOME DIRECTORS NOT COVERED UNDER ANOTHER PLAN.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 12

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON PUBLIC EQUITY INVESTMENTS	937,511.
NONDEDUCTIBLE EXPENSES	85,300.
UNREALIZED LOSS ON PRIVATE EQUITY	182,248.
PRIOR YEAR FEDERAL INVESTMENT TAX EXPENSE	98,872.
PRIOR PERIOD ADJUSTMENT	54.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,303,985.

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FORM 990-PF	CORPORATE STOCK	STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TECHNOLOGY SELECT SECTOR SPDR FUND	234,120.	234,120.
VANGUARD S&P 500 ETF	1,749,475.	1,749,475.
VERISK ANALYTICS INC CL A	234,336.	234,336.
EQUAL WEIGHT INDUSTRIALS ETF	252,050.	252,050.
EQUAL WEIGHT S&P 500 ETF	1,800,260.	1,800,260.
S & P 500 INDX PUT OPT2900.0000 09202019	-5,835.	-5,835.
S & P 500 INDX CLL OPT2600.0000 09202019	-72,730.	-72,730.
S & P 500 INDX CLL OPT2650.0000 09302019	-32,060.	-32,060.
S & P 500 INDX CLL OPT2650.0000 12312019	-34,540.	-34,540.
S & P 500 INDX CLL OPT2700.0000 09302019	-27,605.	-27,605.
S & P 500 INDX CLL OPT2700.0000 12202019	-60,110.	-60,110.
S & P 500 INDX CLL OPT2750.0000 12312019	-26,350.	-26,350.
S & P 500 INDX CLL OPT2775.0000 03202020	-26,685.	-26,685.
S & P 500 INDX CLL OPT2800.0000 07312019	-16,400.	-16,400.
S & P 500 INDX CLL OPT2850.0000 09302019	-15,170.	-15,170.
S & P 500 INDX CLL OPT2900.0000 09302019	-11,475.	-11,475.
S & P 500 INDX CLL OPT2925.0000 12312019	-27,150.	-27,150.
SPDR S&P 500 ETF TRUST SPDR	3,721,100.	3,721,100.
MANCHESTER UNITED PLC-CL A	108,480.	108,480.
MEDTRONIC INC COM	165,563.	165,563.
S & P 500 INDX CLL OPT2950.0000 12312019	-11,985.	-11,985.
NORTHROP GRUMMAN CORP CMN	323,110.	323,110.
S & P 500 INDX CLL OPT3025.0000 12312019	-7,690.	-7,690.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,212,709.	8,212,709.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN PRIVATE EQUITY	FMV	1,012,674.	1,012,674.
DIVIDENDS RECEIVABLE	FMV	27,190.	27,190.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,039,864.	1,039,864.

FORM 990-PF | OTHER ASSETS | STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MUSEUM ARTWORK	8,328,389.	8,328,389.	8,328,389.
COLLECTION	1,146,761.	1,086,805.	1,086,805.
LIBRARY	38,640.	38,640.	38,640.
TO FORM 990-PF, PART II, LINE 15	9,513,790.	9,453,834.	9,453,834.

FORM 990-PF | SCHEDULE OF CONTROLLED ENTITIES PART VII-A, LINE 11 | STATEMENT 16

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
HIGHLANDS DEVELOPMENT ASSOCIATES, LLC	46-1985745

ADDRESS

EXCESS BUSINESS HOLDING [ ] YES [X] NO

PO BOX 3248
CARTERSVILLE, GA 30120

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JONATHAN J. OSCHER PO BOX 785 CARTERSVILLE, GA 30120	PRESIDENT 20.00	0.	13,029.	0.
LORRAINE MCCLAIN PO BOX 785 CARTERSVILLE, GA 30120	VICE PRESIDENT 5.00	0.	0.	0.
DOROTHY OSCHER PO BOX 785 CARTERSVILLE, GA 30120	VICE PRESIDENT 5.00	0.	13,029.	0.
FORREST MCCLAIN PO BOX 785 CARTERSVILLE, GA 30120	SECRETARY/TREASURER 20.00	0.	0.	0.
DAVID AIKEN PO BOX 785 CARTERSVILLE, GA 30120	DIRECTOR 1.00	0.	10,703.	0.
MARTY SONENSHINE PO BOX 3188 CARTERSVILLE, GA 30120	EXECUTIVE DIRECTOR 40.00	157,500.	18,691.	840.
EARLINE BURKE PO BOX 3248 CARTERSVILLE, GA 30120	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		157,500.	55,452.	840.

ANVERSE, INC. 58-2507031

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 18

ACTIVITY ONE

ANVERSE HAS BUILT AND OPERATES THREE MUSEUMS IN CONJUNCTION WITH GEORGIA MUSEUMS, INC. TELLUS SCIENCE MUSEUM & BOOTH ART MUSEUM ARE LOCATED IN 2 SEPARATE 120,000 SQ. FT. FACILITIES. BOTH MUSEUMS ARE AFFILIATES OF THE SMITHSONIAN AND SERVE OVER A COMBINED 245,000 VISITORS A YEAR. THE BARTOW HISTORY MUSEUM PROVIDES EXHIBITS AND PROGRAMS ON EVENTS AND HISTORY OF THE BARTOW COUNTY AREA.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	7,101,065.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 19

ACTIVITY TWO

THE GRAND THEATER IS OPERATED BY ANVERSE TO PROVIDE A PERFORMING ARTS VENUE FOR THE COMMUNITY. ANVERSE STAFF PRODUCES LOCAL SHOWS AS A MEANS OF INCREASING COMMUNITY INVOLVEMENT AND AWARENESS. IT HAS AN ANNUAL CONCERT SERIES TO BRING LIVE PERFORMANCE TO THE COMMUNITY. THE FACILITY IS RENTED TO LOCAL GROUPS, TOO. ANVERSE STAFF CONDUCTS SUMMER CAMPS AND EDUCATIONAL WORKSHOPS DURING SCHOOL YEAR FOR CHILDREN.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	609,551.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 20

ACTIVITY THREE

THE RESOURCE CENTER PROVIDES TEACHERS AND OTHERS EDUCATORS IN THE BARTOW COUNTY COMMUNITY ACCESS TO RESOURCES TO RESEARCH LESSON PLANS, TO CREATE INSTRUCTIONAL AIDS IN THEIR CLASSROOM AND TO PROVIDE SUPPLEMENTAL EQUIPMENT FOR SPECIFIC LESSONS INCLUDING TOOLS SUCH AS DIE CUTS, TASK CARDS, UNIT KITS, DVDS, JEOPARDY CARDS AND OTHER CREATIVE SUPPLIES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	397,817.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 21

ACTIVITY FOUR

WBHF RADIO HAS BEEN BROADCASTING LOCAL NEWS, LOCAL WEATHER AND SPORTS SINCE 1946. WBHF OPERATED AS AM (1450) RADIO STATION UNTIL 2015, WHEN ANVERSE PURCHASED AN FM SIGNAL (100.3). NOW WBHF SIMULCAST ON BOTH FREQUENCIES: 1450AM AND 100.3FM. WBHF IS THE ONLY RADIO STATION PROVIDING LOCAL PROGRAMMING, COMMUNITY ANNOUNCEMENTS AND PROMOTION OF LOCAL CHARITIES. DURING INCLEMENT WEATHER AND MAJOR NEWS EVENTS, WBHF IS THE LIFE LINE FOR THE COMMUNITY WITH LIVE BROADCAST AND UPDATES. OUR LOGO AND SLOGAN IS " WBHF COMMUNITY RADIO."

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 4	474,817.

FORM 990-PF CASH DEEMED CHARITABLE EXPLANATION STATEMENT STATEMENT 22
PART X, LINE 4

CASH DEEMED HELD FOR CHARITABLE ACTIVITIES HAS BEEN ADJUSTED TO REFLECT AMOUNTS REQUIRED FOR THE NORMAL AND CURRENT DISBURSEMENTS DIRECTLY CONNECTED WITH THE DAILY OPERATION OF THE FOUNDATION'S PROGRAMS, AS WELL AS CAPITAL EXPENDITURES. THE FOUNDATION DOES NOT USE OUTSIDE FINANCING. CASH HAS BEEN ADJUSTED FOR AMOUNTS BUDGETED FOR OPERATIONS AND CAPITAL EXPENDITURES.

FORM 990-PF PROGRAM SERVICE REVENUE STATEMENT 23

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
GRAND THEATRE RENTAL					39,834.
ADMISSIONS					91,802.
CAMP TUITION					27,840.
ENRICHMENT PROGRAMS					184,645.
EDUCATIONAL PROGRAMS					18,198.
CARROLL NONPROFIT CENTER PROGRAMS					110,067.
ADVERTISING	541800	173,798.			
TOTAL TO FORM 990-PF, PG 12, LINE 1		173,798.			472,386.

GENERAL EXPLANATION STATEMENT 24

FORM/LINE IDENTIFIER

PAGE 5, PART VII-B QUESTION 1(A)(3)

EXPLANATION:

THE FOUNDATION WAS PROVIDED SPACE FREE OF CHARGE BY LIMITED LIABILITY COMPANY IN WHICH LORRAINE MCCLAIN IS PRESIDENT.

GENERAL EXPLANATION STATEMENT 25

FORM/LINE IDENTIFIER

PAGE 5, PART VII-B, QUESTION 1 (A)(4)

EXPLANATION:

ANVERSE INC PAID ORDINARY AND REASONABLE COMPENSATION TO MARTY SONENSHINE, EXECUTIVE DIRECTOR OF ANVERSE FOR SERVICES PROVIDED AS AN EMPLOYEE, ANVERSE, INC. PROVIDED MEDICAL COVERAGE UNDER IT'S GROUP MEDICAL PLAN TO ITS DIRECTORS.