

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2018

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 for instructions and the latest information.

For calendar year 2018 or tax year beginning **OCT 1, 2018**, and ending **SEP 30, 2019**

Name of foundation
LIVINGSTON FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
171 17TH STREET 2100

City or town, state or province, country, and ZIP or foreign postal code
ATLANTA, GA 30363

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **0A**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 8,678,658. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
58-6044858

B Telephone number
(404) 873-8500

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	210,700.	210,700.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	250,317.			
	b Gross sales price for all assets on line 6a	1,742,046.			
	7 Capital gain net income (from Part IV, line 2)		250,317.		
	8- Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	34.	34.		STATEMENT 2	
12 Total. Add lines 1 through 11	461,051.	461,051.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,600.	18,450.		6,150.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	12,119.	9,089.		3,030.
	b Accounting fees STMT 4	10,150.	7,613.		2,537.
	c Other professional fees STMT 5	53,503.	53,503.		0.
	17 Interest				
	18 Taxes STMT 6	25,282.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	2,925.	2,194.		731.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	2,028.	1,522.		506.
	24 Total operating and administrative expenses. Add lines 13 through 23	130,607.	92,371.		12,954.
	25 Contributions, gifts, grants paid	635,417.			635,417.
26 Total expenses and disbursements. Add lines 24 and 25	766,024.	92,371.		648,371.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<304,973.>				
b Net investment income (if negative, enter -0-)		368,680.			
c Adjusted net income (if negative, enter -0-)			N/A		

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

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	28,754.	32,783.	32,783.	
	2 Savings and temporary cash investments	1,047,244.	268,595.	268,595.	
	3 Accounts receivable				
	Less: allowance for doubtful accounts				
	4 Pledges receivable				
	Less: allowance for doubtful accounts				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable				
	Less: allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 8	4,370,200.	4,734,649.	6,118,229.	
	c Investments - corporate bonds STMT 9	1,946,020.	1,860,341.	1,937,246.	
	Liabilities	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation					
12 Investments - mortgage loans					
13 Investments - other STMT 10		150,371.	341,248.	321,805.	
14 Land, buildings, and equipment basis		2,116.			
Less accumulated depreciation STMT 11		2,116.			
15 Other assets (describe)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		7,542,589.	7,237,616.	8,678,658.	
17 Accounts payable and accrued expenses					
18 Grants payable					
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe)					
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☒				
	27 Capital stock, trust principal, or current funds	7,503,616.	7,198,643.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	38,973.	38,973.		
	30 Total net assets or fund balances	7,542,589.	7,237,616.		
	31 Total liabilities and net assets/fund balances	7,542,589.	7,237,616.		

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	7,542,589.
2 Enter amount from Part I, line 27a	2	<304,973.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	7,237,616.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,237,616.

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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.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
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 1,726,138.		1,491,729.	234,409.
b 15,908.			15,908.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			234,409.
b			15,908.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	250,317.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation 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	506,873.	8,196,897.	.061837
2016	694,311.	8,441,099.	.082254
2015	682,273.	8,108,984.	.084138
2014	622,764.	8,854,461.	.070333
2013	508,385.	8,223,662.	.061820

2 Total of line 1, column (d)	2	.360382
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	.072076
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	8,608,889.
5 Multiply line 4 by line 3	5	620,494.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,687.
7 Add lines 5 and 6	7	624,181.
8 Enter qualifying distributions from Part XII, line 4	8	648,371.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be. Credited to 2019 estimated tax

6a	10,040.
6b	0.
6c	0.
6d	0.

1	3,687.
2	0.
3	3,687.
4	0.
5	3,687.
7	10,040.
8	0.
9	
10	6,353.
11	0.

Part VII-A Statements Regarding Activities

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?

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 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?

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.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered. See instructions. GA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address **N/A**

	Yes	No
11		X
12		X
13	X	

- 14 The books are in care of **CHARLES L. GREGORY** Telephone no. **(404) 873-8500**
Located at **171 17TH STREET, SUITE 2100, ATLANTA, GA** ZIP+4 **30363**

- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here
and enter the amount of tax-exempt interest received or accrued during the year

15 N/A

- 16 At any time during calendar year 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?

	Yes	No
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.

- 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
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?

	Yes	No
1b		X
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(i)(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

- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

2b		
----	--	--

- 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

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

- 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?

3b		
4a		X
4b		X

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Part VII B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions
Organizations relying on a current notice regarding disaster assistance, check here

N/A

5b**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?
If "Yes" to 6b, file Form 8870.☐ Yes ☒ No**6b****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 12		24,600.	0.	0.

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

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

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

0

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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. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,051,301.
b	Average of monthly cash balances	1b	688,688.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,739,989.
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	8,739,989.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	131,100.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,608,889.
6	Minimum investment return. Enter 5% of line 5	6	430,444.

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

1	Minimum investment return from Part X, line 6	1	430,444.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	3,687.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,687.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	426,757.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	426,757.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	426,757.

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	648,371.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	648,371.
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	3,687.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	644,684.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				426,757.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	62,636.			
b From 2014	198,069.			
c From 2015	274,746.			
d From 2016	276,997.			
e From 2017	117,030.			
f Total of lines 3a through e	929,478.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$	648,371.			
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				426,757.
e Remaining amount distributed out of corpus	221,614.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,151,092.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	62,636.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	1,088,456.			
10 Analysis of line 9:				
a Excess from 2014	198,069.			
b Excess from 2015	274,746.			
c Excess from 2016	276,997.			
d Excess from 2017	117,030.			
e Excess from 2018	221,614.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

3 Subtract line 2d from line 2c. Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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).)

NONE

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

NONE

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

Check here ☐ 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:

SEE STATEMENT 13

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	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
Name and address (home or business)				
a Paid during the year				
AGAPE YOUTH AND FAMILY CENTER 2353 BOLTON ROAD NW, SUITE 100 ATLANTA, GA 30318	NONE	PC	TO EMPOWER AND SUPPORT UNDERSERVED FAMILIES WITHIN ITS COMMUNITY TO DISCOVER AND EMBRACE THEIR FULL	25,000.
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30318	NONE	PC	TO FIGHT HUNGER BY ENGAGING, EDUCATING AND EMPOWERING THE ATLANTA COMMUNITY	7,500.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY ROAD NW ATLANTA, GA 30305	NONE	PC	TO CONNECT PEOPLE TO THE PAST IN A MEANINGFUL AND RELEVANT WAY	31,917.
ATLANTA LEGAL AID SOCIETY 151 SPRING STREET NW ATLANTA, GA 30303	NONE	PC	TO PROVIDE FREE LEGAL ASSISTANCE TO ATLANTA'S POOREST PEOPLE	12,500.
ATLANTA OPERA 1575 NORTHSIDE DRIVE NW, BLDG 300, STE 350 ATLANTA, GA 30318	NONE	PC	TO ENRICH LIVES THROUGH THE POWER OF OPERA	50,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			635,417.
b Approved for future payment				
FERNBANK MUSEUM OF NATURAL HISTORY 767 CLIFTON ROAD NE ATLANTA, GA 30307	NONE	PC	TO INSPIRE LIFE-LONG LEARNING OF NATURAL HISTORY THROUGH IMMERSIVE PROGRAMMING AND UNMATCHED	30,000.
GEORGIA TRUST FOR HISTORIC PRESERVATION 1516 PEACHTREE STREET NW ATLANTA, GA 30309	NONE	PC	TO WORK FOR THE PRESERVATION AND REVITALIZATION OF GEORGIA'S DIVERSE HISTORIC RESOURCES AND	20,000.
ODYSSEY 1424 W PACES FERRY RD NW ATLANTA, GA 30327	NONE	PC	TO WORK WITH MOTIVATED PUBLIC SCHOOL STUDENTS TO HELP IMPROVE THEIR SCHOOL PERFORMANCE AND INSTILL A LOVE FOR	5,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3b			220,000.

Form 990-PF (2018)

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)(3) (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. | | |

[illegible]

- 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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		May the IRS discuss this return with the preparer shown below? See instr. ☒ Yes ☐ No
	 Signature of officer or trustee	<u>2/6/2020</u> Date	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	CARLYE W. DOOLEY	CARLYE W. DOOLEY	02/03/20		P00080440
	Firm's name ▶ WINDHAM BRANNON, LLC				Firm's EIN ▶ 58-1763439
	Firm's address ▶ 3630 PEACHTREE RD., NE, SUITE 600 ATLANTA, GA 30326			Phone no. 404-898-2000	

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
ATLANTA SHAKESPEARE COMPANY 499 PEACHTREE ST NE ATLANTA, GA 30339	NONE	PC	TO SUPPORT THE QUEST FOR A LIVING THEATER, A THEATER WHO "RAISON D'ETRE" IS THE COMMUNION OF ACTOR,	15,000.
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PARKWAY NW ATLANTA, GA 30327	NONE	PC	TO HELP EACH PERSON DEVELOP HIS OR HER FULL POTENTIAL THROUGH LANGUAGE AND LITERACY	40,000.
ATLANTA WOODRUFF ARTS CENTER 1280 PEACHTREE STREET NE ATLANTA, GA 30309	NONE	PC	TO FUND PROGRAMS AND EDUCATIONAL OUTREACH	25,000.
ATLANTA YOUTH ACADEMY 2120 FORREST PARK ROAD ATLANTA, GA 30327	NONE	PC	TO ADVANCE THE KINGDOM OF GOD BY OFFERING AN EXCELLENT CHRIST-CENTERED EDUCATION TO LOW	45,000.
CAMP SUNSHINE 35 ACADIA ROAD CASCO, ME 04015	NONE	PC	TO INSPIRE HOPE IN FAMILIES AFFECTED BY LIFE-THREATENING CHILDHOOD ILLNESS THROUGH A UNIQUE,	4,000.
DEKALB MEDICAL FOUNDATION 2701 NORTH DECATUR ROAD DECATUR, GA 30350	NONE	PC	TO STRENGTHEN THE LINK BETWEEN DEKALB MEDICAL AND THE COMMUNITY IT SERVES THROUGH COMMUNICATION,	10,000.
FERNBANK MUSEUM OF NATURAL HISTORY 767 CLIFTON ROAD NE ATLANTA, GA 30307	NONE	PC	TO INSPIRE LIFE-LONG LEARNING OF NATURAL HISTORY THROUGH IMMERSIVE PROGRAMMING AND UNMATCHED	30,000.
FRIENDS OF DISABLED ADULTS & CHILDREN 4900 LEWIS RD STONE MOUNTAIN, GA 30083	NONE	PC	PROVIDE DURABLE MEDICAL EQUIPMENT AT LITTLE OR NO COST TO INDIVIDUALS WITH DISABILITIES AND THEIR	5,000.
GEORGIA TRUST FOR HISTORIC PRESERVATION 1516 PEACHTREE STREET NW ATLANTA, GA 30309	NONE	PC	TO WORK FOR THE PRESERVATION AND REVITALIZATION OF GEORGIA'S DIVERSE HISTORIC RESOURCES AND	10,000.
MOVING IN THE SPIRIT 750 GLENWOOD AVENUE SE ATLANTA, GA 30316	NONE	PC	TO USE THE ART OF DANCE TO POSITIVELY TRANSFORM THE LIVES OF CHILDREN AND TEENS IN ATLANTA, GEORGIA	40,000.
Total from continuation sheets				508,500.

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
PIEDMONT HEALTHCARE FOUNDATION 2001 PEACHTREE ROAD, NE ATLANTA, GA 30309	NONE	PC	TO PROVIDE A HEALTHCARE SYSTEM OF HOSPITALS AND SERVICES TO MEET THE NEEDS OF THE METRO ATLANTA	25,000.
SERENBE INSTITUTE 9110 SELBORNE LANE, SUITE 210 CHATTAHOOCHEE HILLS, GA 30317	NONE	PC	TO BUILD A COMMUNITY OF ARTS LOVING, SOCIALLY ENGAGED AND ENVIRONMENTALLY CONSCIOUS CITIZENS	2,500.
SHELTERING ARMS 385 CENTENNIAL OLYMPIC PARK DRIVE, NW ATLANTA, GA 30268	NONE	PC	TO TRANSFORM THE LIVES OF CHILDREN, THEIR FAMILIES AND COMMUNITIES THROUGH MODEL EARLY CHILDHOOD	10,000.
ST. ANDREWS SEWANEE SCHOOL 290 QUINTARD ROAD SEWANEE, TN 37375	NONE	PC	TO BE AN INCLUSIVE CHRISTIAN COMMUNITY IN WHICH THE EPISCOPAL HERITAGE IS CENTRAL	12,000.
THEATRICAL OUTFIT 84 LUCKIE STREET NW ATLANTA, GA 30303	NONE	PC	TO PROVIDE A STAGE FOR CREATING COMPASSION ONE STORY AT A TIME	10,000.
ZOO ATLANTA 800 CHEROKEE AVE SE ATLANTA, GA 30315	NONE	PC	TO INSPIRE THE CITIZENS OF ATLANTA AND GEORGIA AND ALL VISITORS TO THE ZOO TO VALUE WILDLIFE ON	5,000.
CAMP KUDZU 5885 GLENRIDGE DR #160 ATLANTA, GA 30328	NONE	PC	TO MAKE LIFE BETTER FOR CHILDREN AND TEENS LIVING WITH TYPE 1 DIABETES	5,000.
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET NE ATLANTA, GA 30309	NONE	PC	TO FUND PROGRAMS AND EDUCATIONAL OUTREACH	50,000.
CHATTAHOOCHEE NATURE CENTER 9135 WILLEO RD ROSWELL, GA 30075	NONE	PC	TO FUND PROGRAMS AND EDUCATIONAL OUTREACH ABOUT GEORGIA'S CHATTAHOOCHEE RIVER	25,000.
LIFECYCLE BUILDING CENTER OF GREATER ATLANTA 1116 MURPHY AVE SW ATLANTA, GA 30310	NONE	PC	TO PROVIDE USED BUILDING MATERIALS AND SERVICES TO MEET THE NEEDS OF THE METRO ATLANTA COMMUNITIES	25,000.
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 AMERICAN PATHWAYS 2300 HENDERSON MILL RD ATLANTA, GA 30345	NONE	PC	TO PROVIDE REFUGEES WITH TOOLS TO REBUILD THEIR LIVES AND TO MEET THE NEEDS OF THE METRO ATLANTA	60,000.
ROLLINS SCHOOL OF PUBLIC HEALTH 1518 CLIFTON RD ATLANTA, GA 30322	NONE	PC	TO DEMONSTRATE EXCELLENCE IN THE DISCOVERY, DISSEMINATION AND APPLICATION OF PUBLIC	20,000.
ODYSSEY 1424 W PACES FERRY RD NW ATLANTA, GA 30327	NONE	PC	TO WORK WITH MOTIVATED PUBLIC SCHOOL STUDENTS TO HELP IMPROVE THEIR SCHOOL PERFORMANCE AND INSTILL A LOVE FOR	2,500.
ATLANTA MISSION 2353 BOLTON ROAD NW ATLANTA, GA 30318	NONE	PC	TO TRANSFORM, THROUGH CHRIST, THE LIVES OF THOSE FACING HOMELESSNESS	5,000.
AUGUSTA MUSEUM OF HISTORY 560 REYNOLDS STREET AUGUSTA, GA 30901	NONE	PC	TO COLLECT AND PRESERVE PRIMARY SOURCES	5,000.
KYLE PEASE FOUNDATION 2566 SHALLOWFORD RD STE 104, #319 ATLANTA, GA 30345	NONE	PC	TO CREATE AWARENESS AND RAISE FUNDS TO PROMOTE SUCCESS FOR PERSONS WITH DISABILITIES BY	2,500.
SKYE PRECIOUS KIDS 165 COURTLAND ST NE STE A-217 ATLANTA, GA 30303	NONE	PC	TO PROVIDE RESOURCES TO FAMILIES IN FINANCIAL CRISIS WHO ARE CARING FOR CHILDREN FACING LIFE	2,500.
SKYLAND TRAIL 1961 N DRUID HILLS RD NE ATLANTA, GA 30329	NONE	PC	A VOLUNTARY TREATMENT COMMUNITY OF CLIENTS FINDING NEW WAYS TO OVERCOME THE LIMITATIONS OF THEIR	5,000.
SPECIAL OLYMPICS GEORGIA 6046 FINANCIAL DR NORCROSS, GA 30071	NONE	PC	TO PROVIDE YEAR-ROUND SPORTS TRAINING AND ATHLETIC COMPETITION IN A VARIETY OF OLYMPIC-TYPE SPORTS	2,500.
THE LIONHEART SCHOOL 225 ROSWELL ST ALPHARETTA, GA 30009	NONE	PC	TO PROVIDE A DEVELOPMENTALLY APPROPRIATE EDUCATION FOR CHILDREN WHO NEED A SPECIALIZED LEARNING	5,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (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
PIEDMONT HEALTHCARE FOUNDATION 2001 PEACHTREE ROAD, NE ATLANTA, GA 30309	NONE	PC	TO PROVIDE A HEALTHCARE SYSTEM OF HOSPITALS AND SERVICES TO MEET THE NEEDS OF THE METRO ATLANTA	25,000.
ROLLINS SCHOOL OF PUBLIC HEALTH 1518 CLIFTON ROAD NE ATLANTA, GA 30322	NONE	PC	TO DEMONSTRATE EXCELLENCE IN THE DISCOVERY, DISSEMINATION AND APPLICATION OF PUBLIC	20,000.
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET NE ATLANTA, GA 30309	NONE	PC	TO FUND PROGRAMS AND EDUCATIONAL OUTREACH	25,000.
ATLANTA YOUTH ACADEMY 2120 FORREST PARK ROAD ATLANTA, GA 30327	NONE	PC	TO ADVANCE THE KINGDOM OF GOD BY OFFERING AN EXCELLENT CHRIST-CENTERED EDUCATION TO LOW	70,000.
CHATTAHOOCHEE NATURE CENTER 9135 WILLEO RD ROSWELL, GA 30075	NONE	PC	TO FUND PROGRAMS AND EDUCATIONAL OUTREACH ABOUT GEORGIA'S CHATTAHOOCHEE RIVER	25,000.
Total from continuation sheets				165,000.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - AGAPE YOUTH AND FAMILY CENTER

TO EMPOWER AND SUPPORT UNDERSERVED FAMILIES WITHIN ITS COMMUNITY TO
DISCOVER AND EMBRACE THEIR FULL POTENTIAL

NAME OF RECIPIENT - ATLANTA SHAKESPEARE COMPANY

TO SUPPORT THE QUEST FOR A LIVING THEATER, A THEATER WHO "RAISON
D'ETRE" IS THE COMMUNION OF ACTOR, AUDIENCE, AND PLAYWRIGHT

NAME OF RECIPIENT - ATLANTA YOUTH ACADEMY

TO ADVANCE THE KINGDOM OF GOD BY OFFERING AN EXCELLENT CHRIST-CENTERED
EDUCATION TO LOW INCOME, URBAN COMMUNITIES

NAME OF RECIPIENT - CAMP SUNSHINE

TO INSPIRE HOPE IN FAMILIES AFFECTED BY LIFE-THREATENING CHILDHOOD
ILLNESS THROUGH A UNIQUE, SUPPORTIVE PROGRAM AT A CAMPUS ON MAINE'S
SEBAGO LAKE

NAME OF RECIPIENT - DEKALB MEDICAL FOUNDATION

TO STRENGTHEN THE LINK BETWEEN DEKALB MEDICAL AND THE COMMUNITY IT
SERVES THROUGH COMMUNICATION, EDUCATION, SERVICE AND CHARITABLE GIVING

NAME OF RECIPIENT - FERNBANK MUSEUM OF NATURAL HISTORY

TO INSPIRE LIFE-LONG LEARNING OF NATURAL HISTORY THROUGH IMMERSIVE
PROGRAMMING AND UNMATCHED EXPERIENCES TO ENCOURAGE A GREATER
APPRECIATION OF OUR PLANET AND ITS INHABITANTS

NAME OF RECIPIENT - FRIENDS OF DISABLED ADULTS & CHILDREN

PROVIDE DURABLE MEDICAL EQUIPMENT AT LITTLE OR NO COST TO INDIVIDUALS

823655 04-01-18

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

WITH DISABILITIES AND THEIR FAMILIES.

NAME OF RECIPIENT - GEORGIA TRUST FOR HISTORIC PRESERVATION

TO WORK FOR THE PRESERVATION AND REVITALIZATION OF GEORGIA'S DIVERSE
HISTORIC RESOURCES AND ADVOCATE THEIR APPRECIATION, PROTECTION AND USE

NAME OF RECIPIENT - PIEDMONT HEALTHCARE FOUNDATION

TO PROVIDE A HEALTHCARE SYSTEM OF HOSPITALS AND SERVICES TO MEET THE
NEEDS OF THE METRO ATLANTA COMMUNITIES

NAME OF RECIPIENT - SHELTERING ARMS

TO TRANSFORM THE LIVES OF CHILDREN, THEIR FAMILIES AND COMMUNITIES
THROUGH MODEL EARLY CHILDHOOD EDUCATION AND LEADERSHIP IN THE FIELD

NAME OF RECIPIENT - ZOO ATLANTA

TO INSPIRE THE CITIZENS OF ATLANTA AND GEORGIA AND ALL VISITORS TO THE
ZOO TO VALUE WILDLIFE ON EARTH AND TO HELP SAFEGUARD EXISTING SPECIES
THROUGH CONSERVATION

NAME OF RECIPIENT - NEW AMERICAN PATHWAYS

TO PROVIDE REFUGEES WITH TOOLS TO REBUILD THEIR LIVES AND TO MEET THE
NEEDS OF THE METRO ATLANTA COMMUNITIES

NAME OF RECIPIENT - ROLLINS SCHOOL OF PUBLIC HEALTH

TO DEMONSTRATE EXCELLENCE IN THE DISCOVERY, DISSEMINATION AND
APPLICATION OF PUBLIC HEALTH

NAME OF RECIPIENT - ODYSSEY

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

TO WORK WITH MOTIVATED PUBLIC SCHOOL STUDENTS TO HELP IMPROVE THEIR
SCHOOL PERFORMANCE AND INSTILL A LOVE FOR LIFELONG LEARNING.

NAME OF RECIPIENT - KYLE PEASE FOUNDATION

TO CREATE AWARENESS AND RAISE FUNDS TO PROMOTE SUCCESS FOR PERSONS WITH
DISABILITIES BY PROVIDING ASSISTANCE TO MEET THEIR INDIVIDUAL NEEDS
THROUGH SPORTS

NAME OF RECIPIENT - SKYE PRECIOUS KIDS

TO PROVIDE RESOURCES TO FAMILIES IN FINANCIAL CRISIS WHO ARE CARING FOR
CHILDREN FACING LIFE THREATENING ILLNESSES AND DISABILITIES TO SUPPORT
A HEALTHY AND SAFE HOME ENVIRONMENT, FULL ACCESS TO MEDICAL CARE AND
EQUIPMENT, AS WELL AS EDUCATIONAL SUPPORT.

NAME OF RECIPIENT - SKYLAND TRAIL

A VOLUNTARY TREATMENT COMMUNITY OF CLIENTS FINDING NEW WAYS TO OVERCOME
THE LIMITATIONS OF THEIR ILLNESS AND RECLAIM THEIR LIVES.

NAME OF RECIPIENT - SPECIAL OLYMPICS GEORGIA

TO PROVIDE YEAR-ROUND SPORTS TRAINING AND ATHLETIC COMPETITION IN A
VARIETY OF OLYMPIC-TYPE SPORTS FOR ALL CHILDREN AND ADULTS WITH
INTELLECTUAL DISABILITIES, GIVING THEM CONTINUING OPPORTUNITIES TO
DEVELOP PHYSICAL FITNESS, DEMONSTRATE COURAGE, EXPERIENCE JOY, AND
PARTICIPATE IN THE SHARING OF GIFTS, SKILLS AND FRIENDSHIP WITH THEIR
FAMILIES, OTHER SPECIAL OLYMPICS ATHLETES AND THE COMMUNITY.

NAME OF RECIPIENT - THE LIONHEART SCHOOL

TO PROVIDE A DEVELOPMENTALLY APPROPRIATE EDUCATION FOR CHILDREN WHO

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NEED A SPECIALIZED LEARNING ENVIRONMENT, THERAPEUTIC INTERVENTIONS,
SUPPORTED SOCIAL INTERACTIONS, AND STRATEGIES TO ACCOMMODATE THEIR
INDIVIDUAL PROFILES.

NAME OF RECIPIENT - TRUANCY INTERVENTION PROJECT
TO DECREASE CHRONIC ABSENTEEISM BY PAIRING TRAINED VOLUNTEERS WITH
CHILDREN AND THEIR FAMILIES TO PROVIDE THEM WITH THE ADVOCACY,
RESOURCES AND SERVICES NECESSARY TO ENSURE GOOD ATTENDANCE AND SUCCESS
IN SCHOOL.

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - FERNBANK MUSEUM OF NATURAL HISTORY

TO INSPIRE LIFE-LONG LEARNING OF NATURAL HISTORY THROUGH IMMERSIVE
PROGRAMMING AND UNMATCHED EXPERIENCES TO ENCOURAGE A GREATER
APPRECIATION OF OUR PLANET AND ITS INHABITANTS

NAME OF RECIPIENT - GEORGIA TRUST FOR HISTORIC PRESERVATION

TO WORK FOR THE PRESERVATION AND REVITALIZATION OF GEORGIA'S DIVERSE
HISTORIC RESOURCES AND ADVOCATE THEIR APPRECIATION, PROTECTION AND USE

NAME OF RECIPIENT - ODYSSEY

TO WORK WITH MOTIVATED PUBLIC SCHOOL STUDENTS TO HELP IMPROVE THEIR
SCHOOL PERFORMANCE AND INSTILL A LOVE FOR LIFELONG LEARNING.

NAME OF RECIPIENT - PIEDMONT HEALTHCARE FOUNDATION

TO PROVIDE A HEALTHCARE SYSTEM OF HOSPITALS AND SERVICES TO MEET THE
NEEDS OF THE METRO ATLANTA COMMUNITIES

NAME OF RECIPIENT - ROLLINS SCHOOL OF PUBLIC HEALTH

TO DEMONSTRATE EXCELLENCE IN THE DISCOVERY, DISSEMINATION AND
APPLICATION OF PUBLIC HEALTH

NAME OF RECIPIENT - ATLANTA YOUTH ACADEMY

TO ADVANCE THE KINGDOM OF GOD BY OFFERING AN EXCELLENT CHRIST-CENTERED
EDUCATION TO LOW INCOME, URBAN COMMUNITIES

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
DIVIDENDS	153,381.	0.	153,381.	153,381.	
INTEREST	57,319.	0.	57,319.	57,319.	
TO PART I, LINE 4	210,700.	0.	210,700.	210,700.	

FORM 990-PF	OTHER INCOME			STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	
MISCELLANEOUS	34.	34.		
TOTAL TO FORM 990-PF, PART I, LINE 11	34.	34.		

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12,119.	9,089.		3,030.
TO FM 990-PF, PG 1, LN 16A	12,119.	9,089.		3,030.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,150.	7,613.		2,537.
TO FORM 990-PF, PG 1, LN 16B	10,150.	7,613.		2,537.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	53,503.	53,503.		0.
TO FORM 990-PF, PG 1, LN 16C	53,503.	53,503.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	25,282.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25,282.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	1,516.	1,137.		379.
GIFT EXPENSE	350.	263.		87.
OFFICE EXPENSE	162.	122.		40.
TO FORM 990-PF, PG 1, LN 23	2,028.	1,522.		506.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	4,734,649.	6,118,229.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,734,649.	6,118,229.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,860,341.	1,937,246.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,860,341.	1,937,246.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY MUTUAL FUNDS	COST	341,248.	321,805.
TOTAL TO FORM 990-PF, PART II, LINE 13		341,248.	321,805.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE & EQUIPMENT & LEASEHOLD PARKING LOT	2,116.	2,116.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,116.	2,116.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MILTON BRANNON 171 17TH STREET #2100 ATLANTA, GA 30363	PRES/TRES/TRUSTEE 10.00	1,800.	0.	0.
C.E. GREGORY, III 171 17TH STREET #2100 ATLANTA, GA 30363	SECR/TRUSTEE 1.00	1,800.	0.	0.
JONATHAN GOLDEN 171 17TH STREET #2100 ATLANTA, GA 30363	CHAIRMAN/TRUSTEE 1.00	1,800.	0.	0.
WILLIAM JACOBS 171 17TH STREET #2100 ATLANTA, GA 30363	TRUSTEE 1.00	1,800.	0.	0.
CHARLES GREGORY 171 17TH STREET #2100 ATLANTA, GA 30363	TRUSTEE 1.00	13,800.	0.	0.
MICHAEL GOLDEN 171 17TH STREET #2100 ATLANTA, GA 30363	TRUSTEE 1.00	1,800.	0.	0.
GREER E. BRANNON 171 17TH STREET #2100 ATLANTA, GA 30363	TRUSTEE 1.00	1,800.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		24,600.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. CHARLES L. GREGORY, LIVINGSTON FOUNDATION
171 17TH STREET, SUITE 2100
ATLANTA, GA 30363

TELEPHONE NUMBER

(404)873-8500

FORM AND CONTENT OF APPLICATIONS

THERE IS NO STANDARD FORM FOR MAKING AN APPLICATION.

ANY SUBMISSION DEADLINES

APPLICATIONS FOR GRANTS MAY BE SUBMITTED AT ANY TIME.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION MAKES GRANTS ONLY TO EXEMPT CHARITABLE ORGANIZATIONS. IN
AWARDING GRANTS, THE FOUNDATION GIVES PREFERENCE TO CHARITABLE
ORGANIZATIONS IN GEORGIA, ESPECIALLY THOSE IN THE ATLANTA AREA.

FORM 990-PF PAGE 1

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