

EXTENDED TO MAY 15, 2019
Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052
2017
Open to Public Inspection

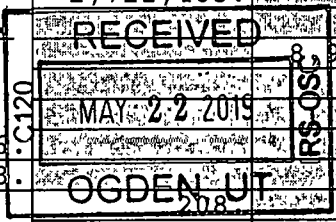
Form 990-PF
Department of the Treasury
Internal Revenue Service

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 2017 or tax year beginning JUL 1, 2017, and ending JUN 30, 2018

Name of foundation: ANVERSE, INC.
Employer identification number: 58-2507031
Telephone number: 678-721-0251
City or town, state or province, country, and ZIP or foreign postal code: CARTERSVILLE, GA 30120
Check all that apply: Initial return, Final return, Address change, etc.
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$ 114,152,742.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).



SCANNED JUN 06 2019

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		200.	200.	200.	
	2	Savings and temporary cash investments		5,488,380.	22,785,131.	22,785,131.	
	3	Accounts receivable	22,439.				
		Less: allowance for doubtful accounts		18,582.	22,439.	22,439.	
	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		150,885.	159,768.	159,768.	
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 13	18,573,260.	10,313,905.	10,313,905.	
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis	40,100.				
	Less: accumulated depreciation	7,778.	32,780.	32,322.	32,322.		
12	Investments - mortgage loans						
13	Investments - other	STMT 14	3,724,325.	2,405,302.	2,405,302.		
14	Land, buildings, and equipment basis	97,123,202.					
	Less: accumulated depreciation	28,203,317.	64,544,180.	68,919,885.	68,919,885.		
15	Other assets (describe)	STATEMENT 15)	9,513,790.	9,513,790.	9,513,790.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		102,046,382.	114,152,742.	114,152,742.		
Liabilities	17	Accounts payable and accrued expenses		90,109.	129,745.		
	18	Grants payable					
	19	Deferred revenue		8,775.	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)		98,884.	140,495.			
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31	<input checked="" type="checkbox"/>				
	24	Unrestricted		101,947,498.	114,012,247.		
	25	Temporarily restricted					
	26	Permanently restricted					
	27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31	<input type="checkbox"/>				
	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		101,947,498.	114,012,247.			
31	Total liabilities and net assets/fund balances		102,046,382.	114,152,742.			

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	101,947,498.
2	Enter amount from Part I, line 27a	2	11,990,208.
3	Other increases not included in line 2 (itemize) UNREALIZED GAIN ON PRIVATE EQUITY	3	458,152.
4	Add lines 1, 2, and 3	4	114,395,858.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 12	5	383,611.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	114,012,247.

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	21,500,273.	12,535,365.	8,964,908.	
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				
b				
c				
d				
e			8,964,908.	
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	8,964,908.
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	160,422.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	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
2012	6,968,388.	23,255,643.	.299643
2	Total of line 1, column (d)		2 1.663692
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 .332738
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 22,641,880.
5	Multiply line 4 by line 3		5 7,533,814.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 94,232.
7	Add lines 5 and 6		7 7,628,046.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8 15,071,155.

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

Table with 11 rows for excise tax calculations. Includes sub-tables for Credits/Payments (6a-6d) and Total Credits (7). Total amount owed is 130,454.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity questions and Yes/No columns. Questions cover political activities, unrelated business income, and substantial contributors.

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 STATEMENT 16 STMT 17	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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		<input type="checkbox"/>
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b 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 ▶ <input type="checkbox"/>	1b	<input checked="" type="checkbox"/>
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 2017?	1c	<input checked="" type="checkbox"/>
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	<input checked="" type="checkbox"/>

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 Yes No
 Organizations relying on a current notice regarding disaster assistance, check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

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? Yes No
 N/A 7b

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 18		154,500.	50,397.	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
TONYA KENNEDY PO BOX 3188, CARTERSVILLE, GA 30120	ACCOUNTING MANAGER 40.00	237,416.	16,714.	0.
CHRIS PORTER PO BOX 3188, CARTERSVILLE, GA 30120	PROJECT MANAGER 40.00	137,500.	10,995.	0.
HUGH L BURGER PO BOX 3188, CARTERSVILLE, GA 30120	PROGRAM DIRECTOR 40.00	102,000.	14,942.	540.
MARK S. KRIDER PO BOX 3188, CARTERSVILLE, GA 30120	DIRECTOR CCNFP 40.00	89,000.	13,747.	540.
LISA KRAUSS PO BOX 3188, CARTERSVILLE, GA 30120	CONTROLLER 40.00	86,666.	13,845.	0.
Total number of other employees paid over \$50,000				16

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
REICON MANAGEMENT, LLC PO BOX 3248, CARTERSVILLE, GA 30120	MIS & COMPUTER SUPPORT	266,667.
INOX DESIGN, INC. - 1640 POWERS FERRY ROAD, SUITE 200, MARIETTA, GA 30067	DESIGN SERVICES	260,328.
STEVENSON ENGINEERING 1130 N TENNESSEE ST. , CARTERSVILLE, GA 30120	CIVIL ENGINEERING	77,593.

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 SEE STATEMENT 19	6,310,424.
2 SEE STATEMENT 20	370,968.
3 SEE STATEMENT 21	392,635.
4 SEE STATEMENT 22	392,543.

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	13,155,817.
b	Average of monthly cash balances	1b	15,755,280.
c	Fair market value of all other assets	1c	3,075,012.
d	Total (add lines 1a, b, and c)	1d	31,986,109.
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	31,986,109.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 23	4	9,344,229.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,641,880.
6	Minimum investment return. Enter 5% of line 5	6	1,132,094.

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	
2a	Tax on investment income for 2017 from Part VI, line 5	2a	
b	Income tax for 2017. (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	9,170,983.
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	5,900,172.
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	15,071,155.
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	94,232.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,976,923.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4: \$				
a Applied to 2016, 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 2017 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				
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 2017 not applied on line 5 or line 7				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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

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

Tax year	Prior 3 years			(e) Total	
	(a) 2017	(b) 2016	(c) 2015		(d) 2014
	706,253.	615,477.	536,823.	749,044.	2,607,597.
b 85% of line 2a	600,315.	523,155.	456,300.	636,687.	2,216,457.
c Qualifying distributions from Part XII, line 4 for each year listed	15,071,155.	7,884,989.	7,278,391.	7,210,628.	37,445,163.
d Amounts included in line 2c not used directly for active conduct of exempt activities	5,534.	1,661,730.	1,323,884.	1,311,740.	4,302,888.
e Qualifying distributions made directly for active conduct of exempt activities	15,065,621.	6,223,259.	5,954,507.	5,898,888.	33,142,275.
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	754,729.	657,636.	719,106.	749,403.	2,880,874.
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 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	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				
ADVOCATES FOR CHILDREN P.O. BOX 446 CARTERSVILLE, GA 30120		PC	MATCHING CONTRIBUTION	100.
ALLATOONA RESOURCE CENTER 6503 GLADE ROAD ACWORTH, GA 30101		PC	MATCHING CONTRIBUTION	50.
AMERICAN HEART ASSOCIATION 1101 NORTCHASE PARKWAY MARIETTA, GA 30067		PC	MATCHING CONTRIBUTION	50.
BALD RIDGE LODGE 505 LAKELAND PLAZA SUITE 302 CUMMING, GA 30040		PC	FUNDING FOR FURNISHINGS & SUPPLIES	5,000.
BARTOW BOOKMOBILE 475 E MAIN STREET #142 CARTERSVILLE, GA 30121		PC	UNRESTRICTED GRANT	5,000.
Total	SEE CONTINUATION SHEET(S)			1,965,911.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a SEE STATEMENT 24		143,394.			395,771.
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	493,788.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	1,950.	
6 Net rental income or (loss) from personal property					
7 Other investment income	900099	8,812.			
8 Gain or (loss) from sales of assets other than inventory			18	1,715,212.	<2,727.>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			03	208.	
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		152,206.		2,211,158.	393,044.
13 Total. Add line 12, columns (b), (d), and (e)					2,756,408.

(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

- 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
 - (2) Other assets
 - b Other transactions:
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
 - c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

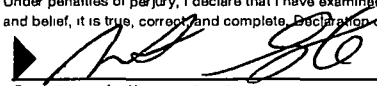
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

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.

Sign Here  9/14/19 **EXECUTIVE DIRECTOR**

Signature of officer or trustee Date Title

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 <input type="checkbox"/> if self-employed	PTIN
	DALE R. BAUMANN	DALE R. BAUMANN	05/10/19		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 of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

2017

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, 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).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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

Part II 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 <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	JON OSCHER PO BOX 785 CARTERSVILLE, GA 30120	\$ 10,177,947.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	JON OSCHER PO BOX 785 CARTERSVILLE, GA 30120	\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	JON OSCHER PO BOX 785 CARTERSVILLE, GA 30120	\$ 18,057.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
5	JON OSCHER PO BOX 785 CARTERSVILLE, GA 30120	\$ 5,700,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
6	JON OSCHER PO BOX 785 CARTERSVILLE, GA 30120	\$ 22,787.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (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	17,300.256 SHS - TIME WARNER STOCK, 117,557.472 SHS - COKE STOCK, 38,540.642 SHS - EXXON STOCK	\$ 10,178,870.	12/20/17
4	2010 LINCOLN MKX	\$ 18,057.	01/29/18
5	100% INTEREST IN HIGHLANDS DEVELOPMENT ASSOCIATES LLC HOLDING 31.893 ACRES OF LAND	\$ 5,700,000.	12/29/17
6	FRANK BERGMAN DESIGN SERVICES FOR SAVOY MUSEUM	\$ 22,787.	12/31/17
		\$	
		\$	

Name of organization
ANVERSE, INC.

Employer identification number
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	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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 117,557.472 SHS- TIME WARNER INC	D		12/21/17
b 17,300.256 SHS- EXXON MOBILE CORP	D		12/21/17
c 38,540.642 SHS COCO COLA CO	D		12/21/17
d AEA MEZZANINE (UNLEVERAGED) FUND, L.P.	P		
e AUDAX MEZZANINE FUND II, L.P.	P		
f AUDAX PRIVATE EQUITY FUND III, LP	P		
g CARLYLE EUROPE PARTNERS III, LP	P		
h CARLYLE MEZZANINE LIQUIDATING TRUST	P		
i CARLYLE PARTNERS V CAYMAN, LP	P		
j CARLYLE PARTNERS V LANDMARK, LP	P		
k CARLYLE PARTNERS V, LP	P		
l CARLYLE REALTY PARTNERS V SCOPEL, LP	P		
m CARLYLE REALTY PARTNERS V, LP	P		
n CARLYLE RIVERSTONE TE PARTNERS III	P		
o CARLYLE STRATEGIC PARTNERS II CAYMAN, 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 5,376,578.		1,695,704.	3,680,874.
b 1,576,790.		88,299.	1,488,491.
c 3,202,187.		1,200,916.	2,001,271.
d 10,587.			10,587.
e 879.			879.
f 29,751.			29,751.
g 12,399.			12,399.
h 318.			318.
i		21.	<21.>
j		17.	<17.>
k 63,106.			63,106.
l		32.	<32.>
m		1,029.	<1,029.>
n		1,942.	<1,942.>
o 21,543.			21,543.

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			3,680,874.
b			1,488,491.
c			2,001,271.
d			10,587.
e			879.
f			29,751.
g			12,399.
h			318.
i			<21.>
j			<17.>
k			63,106.
l			<32.>
m			<1,029.>
n			<1,942.>
o			21,543.

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

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 CARLYLE STRATEGIC PARTNERS II, LP	P		
b CORTEC GROUP FUND IV, L.P.	P		
c CRP V AIV, LP	P		
d DLJ REAL ESTATE CAPITAL PARTNERS III, L.P.	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 GOLDENTREE OFFSHORE FUND	P		
j IP III BLOCKER-I, LP	P		
k IP III BLOCKER-I, LP	P		
l JLL FUND V NEW PATHEON, LP	P		
m JLL FUND V, LP	P		
n MADISON DEARBORN CAPITAL PARTNERS V-C, L.P.	P		
o MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS III	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		9,054.	<9,054.>
b	2,560.		2,560.
c		19.	<19.>
d	8,022.		8,022.
e	2,537.		2,537.
f	14,526.		14,526.
g		28.	<28.>
h	3,733.		3,733.
i		65.	<65.>
j	1,483.		1,483.
k		172.	<172.>
l	20,855.		20,855.
m	18,970.		18,970.
n	7,658.		7,658.
o	26,150.		26,150.

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			<9,054.>
b			2,560.
c			<19.>
d			8,022.
e			** 2,537.
f			14,526.
g			** <28.>
h			3,733.
i			<65.>
j			1,483.
k			** <172.>
l			20,855.
m			18,970.
n			7,658.
o			26,150.

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

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 MHR INSTITUTIONAL PARTNERS III LP	P		
b NORTH AMERICAN REAL ESTATE PARTNERS	P		
c NORTH AMERICAN REAL ESTATE PARTNERS	P		
d PRIVATE ADVISORS COINVESTMENT FUND, LP	P		
e GOLDMAN- PUBLICLY TRADED SECURITIES	P		
f GOLDMAN- PUBLICLY TRADED SECURITIES	P		
g SAW MILL CAPITAL PARTNERS, LP	P		
h SILVER LAKE PARTNERS III, LP (BROWN ADVISORY SER	P		
i SOVEREIGN AXIS ASSETS, LLC	P		
j SOVEREIGN AXIS ASSETS, LLC	P		
k SPIRE CAPITAL PARTNERS II, LP	P		
l STRATEGIC PARTNERS III	P		
m STRATEGIC PARTNERS III	P		
n TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IV, LP	P		
o TOWER SQUARE CAPITAL PARTNERS II-B, L.P.	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 811.			811.
b		47,607.	<47,607.>
c		131.	<131.>
d 36,851.			36,851.
e 6,453,101.		6,317,298.	135,803.
f 4,006,412.		3,158,048.	848,364.
g		1,205.	<1,205.>
h 29,076.			29,076.
i		166.	<166.>
j 243,723.			243,723.
k 39,602.			39,602.
l 143,783.			143,783.
m		458.	<458.>
n 56,177.			56,177.
o		597.	<597.>

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			811.
b			<47,607.>
c			** <131.>
d			36,851.
e			** 135,803.
f			848,364.
g			<1,205.>
h			29,076.
i			** <166.>
j			243,723.
k			39,602.
l			143,783.
m			** <458.>
n			56,177.
o			<597.>

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 }

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

2

3

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 TRILANTIC IV, LP	P		
b WCP REAL ESTATE FUND I, LP	P		
c WELSH, CARSON, ANDERSON & STOWE X	P		
d S&P 500 INDX - 1256 CONTRACTS MARKED TO MARKET	P		
e S&P 500 INDX - 1256 CONTRACTS MARKED TO MARKET	P		
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 16,631.			16,631.
b		12,557.	<12,557.>
c 15,881.			15,881.
d 23,037.			23,037.
e 34,556.			34,556.
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

(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			16,631.
b			<12,557.>
c			15,881.
d			** 23,037.
e			34,556.
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	8,964,908.
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	160,422.

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	MENTOR AND BARTOW GIVE KIDS A CHANCE	100.
BARTOW COUNTY SCHOOL SYSTEM 65 GILREATH ROAD CARTERSVILLE, GA 30121		GOV	RENAISSANCE PROGRAM WOODLAND CASS ADAIRSVILLE	22,500.
BARTOW EDUCATION FOUNDATION INC P.O. BOX 200007 CARTERSVILLE, GA 30121		GOV	UNRESTRICTED GRANT	8,000.
BARTOW HEALTH ACCESS INC 31 POINTE NORTH DRIVE CARTERSVILLE, GA 30120		PC	MATCHING CONTRIBUTION	26,250.
BOYS AND GIRLS CLUB OF BARTOW P.O. BOX 455 CARTERSVILLE, GA 30120		PC	MATCHING CONTRIBUTION	160.
CARTERSVILLE CITY SCHOOLS 15 NELSON STREET CARTERSVILLE, GA 30120		PC	GATEKEY PROGRAM	10,000.
CARTERSVILLE LITTLE LEAGUE P.O. BOX 2541 CARTERSVILLE, GA 30120		PC	MATCHING CONTRIBUTION	125.
CARTERSVILLE SCHOOL FOUNDATION P.O. BOX 3310 CARTERSVILLE, GA 30120		PC	NON SCHOLARSHIP MATCHING FUNDS	100.
CARTERSVILLE SCHOOL SYSTEM 15 NELSON STREET CARTERSVILLE, GA 30120		GOV	RENAISSANCE PROGRAM CARTERSVILLE HIGH AND MIDDLE	15,000.
CHEROKEE COUNTY SCHOOL DISTRICT 94 NORTH STREET CANTON, GA 30114		GOV	SUPPORT FOR NIGHT SCHOOL	20,000.
Total from continuation sheets				1,955,711.

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
CHILDREN'S HOSPITAL OF ATLANTA 1405 CLIFTON ROAD ATLANTA, GA 30329		PC	MATCHING CONTRIBUTION	40.
CLINTON COUNTY HUMANE SOCIETY 825 IZAAK WALTON DRIVE FRANKFORT, IN 46041		PC	MATCHING CONTRIBUTION	50.
DOUGLAS STREET HANDS OF CHRIST 219 DOUGLAS STREET CARTERSVILLE, GA 30120		PC	AFTER-SCHOOL PROGRAM OPERATING COSTS	265,680.
ETOWAH SCHOLARSHIP FOUNDATION P.O. BOX 1239 CARTERSVILLE, GA 30120		PC	FUNDING PROGRAMS AND STAFF	36,545.
FAUQUIER COUNTY PUBLIC SCHOOLS 320 HOSPITAL DRIVE SUITE 40 WARRENTON, VA 20186		GOV	FUNDING FOR MARSHALL COMMUNITY CENTER	45,300.
FAUQUIER FREE CLINIC 35 ROCK POINTE LANE WARRENTON, VA 20186		PC	PROGRAM GRANT	10,000.
FIRST PRESBYTERIAN HANDS OF CHRIST 183 W MAIN STREET CARTERSVILLE, GA 30120		PC	AFTER-SCHOOL PROGRAM OPERATING COSTS	500,000.
FUNDACION COMUNITARIA DE PUERTO P.O. 70362 SAN JUAN, PR 00936-8362		PC	EMERGENCY FUNDING (FOOD, WATER GENERATORS, FUEL & SUPPLIES FOR 11 NONPROFITS SUPPORTED	62,000.
FUNDACION COMUNITARIA DE PUERTO P.O. 70362 SAN JUAN, PR 00936-8363		PC	FUNDING FOR MICHAEL AFTER SCHOOL PROGRAM & SUFR4DEM	38,000.
GEORGIA MUSEUMS INC 501 MUSEUM DRIVE CARTERSVILLE, GA 30120		PC	MATCHING CONTRIBUTION	869.
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 MUSEUMS INC 501 MUSEUM DRIVE CARTERSVILLE, GA 30120		PC	GRANT FOR CAPITAL EXPENDITURES	433,228.
GEORGIA PUBLIC BROADCASTING 260 14TH STREET NW ATLANTA, GA		PC	MATCHING CONTRIBUTION	65.
GOOD NEIGHBOR HOMELESS SHELTER P.O. BOX 664 CARTERSVILLE, GA 30120		PC	OPERATING GRANT 7/1/16-6/30/17	65,651.
GOOD SHEPHERD FOUNDATION 66 GILREATH ROAD CARTERSVILLE, GA 30120		PC	FUNDING FOR PURCHASE OF LP GAS FORKLIFT	10,000.
HEALTHREACH COMMUNITY CLINIC 400 E STATESVILLE AVE SUITE 300 MOORESVILLE, NC 28115		PC	FUNDING FOR MEDICAL EQUIPMENT & SUPPLIES	10,000.
HOPE CENTER FOUNDATION 962 MARKET PLACE BLVD SUITE 102 CARTERSVILLE, GA 30121		PC	MATCHING CONTRIBUTION	100.
HOPE OF MOORESVILLE 1421 FIFTH STREET STATESVILLE, GA 28115		PC	RENOVATION OF HOME AT 384 N. BROAD STREET	60,000.
JUVENILE DIABETES RESEARCH 3525 PIEDMONT RD NE BLDG 6 SUITE 300 ATLANTA, GA 30305		PC	MATCHING CONTRIBUTION	150.
LEADERSHIP GEORGIA FOUNDATION 270 PEACHTREE STREET SUITE 2200 ATLANTA, GA 30303		PC	PROGRAM GRANT	10,000.
LOISANN'S HOPE HOUSE 902 LAFAYETTE BLVD FREDERICKSBURG, VA 22401		PC	PROGRAM GRANT	35,000.
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 P.O. BOX 1891 CARTERSVILLE, GA 30120		PC	MATCHING CONTRIBUTION	50.
NINTH DISTRICT COMMUNITY RESOURCE 133 SAMARITAN DRIVE, SUITE 112 CUMMING, GA 30040		PC	FUNDING FOR PURPOSE OF FLOORING FOR THE ENTRANCE AND BATHROOM FIXTURES	5,600.
PUERTO RICO COMMUNITY FOUNDATION 1719 AVE PONCE DE LEON SAN JUAN, PR 00909-1905		PC	FUNDING OF 11 NON-PROFIT ORGANIZATIONS	248,018.
RAPPAHANNOCK BIG BROTHERS 325-A WALLACE STREET FREDERICKSBURG, VA 22401		PC	PROGRAM GRANT	7,500.
RAPPAHANNOCK CASA INC 509-C LAFAYETTE BLVD FREDERICKSBURG, VA 22401		PC	PROGRAM GRANT	4,000.
SEXUAL ASSAULT CENTER OF NWGA P.O. BOX 928 ROME, GA 30162		PC	FUNDING TO PURCHASE EQUIPMENT FOR CARTERSVILLE LOCATION	5,000.
SHERIFFS FOUNDATION 2985 CAMP ROAD JASPER, GA 30143		PC	MATCHING CONTRIBUTION	300.
SHOP WITH THE HEROES 104 ZENA DRIVE CARTERSVILLE, GA 30120		PC	MATCHING CONTRIBUTION	100.
ST JUDES CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105		PC	MATCHING CONTRIBUTION	50.
UNITED WAY BARTOW COUNTY P.O. BOX 1264 CARTERSVILLE, GA 30120		PC	MATCHING CONTRIBUTION	180.
Total from continuation sheets				

Part XV Supplementary Information

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

NAME OF RECIPIENT - FUNDACION COMUNITARIA DE PUERTO

EMERGENCY FUNDING (FOOD, WATER GENERATORS, FUEL & SUPPLIES FOR 11

NONPROFITS SUPPORTED BY ANVERSE

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.	2.	0.	2.	2.	2.
AUDAX PRIVATE EQUITY FUND III, LP	19.	0.	19.	19.	19.
C/R TE PARTNERS III (CAYMAN), LP (GLOBAL ENERGY & POWER)	21,532.	0.	21,532.	21,532.	21,532.
CARLYLE EUROPE PARTNERS III, LP	350.	0.	350.	350.	350.
CARLYLE MEZZANINE LIQUIDATING TRUST	3.	0.	3.	3.	3.
CARLYLE PARTNERS V RPK LP	1.	0.	1.	1.	1.
CARLYLE PARTNERS V, LP	1,027.	0.	1,027.	1,027.	1,027.
CARLYLE REALTY PARTNERS V, LP	91.	0.	91.	91.	91.
CARLYLE STRATEGIC PARTNERS II, LP	2.	0.	2.	2.	2.
CORTEC GROUP FUND IV, L.P.	26.	0.	26.	26.	26.
DLJ REAL ESTATE CAPITAL PARTNERS III, L.P.	55.	0.	55.	55.	55.
FIDELITY DIVIDENDS	60,035.	0.	60,035.	60,035.	60,035.
FRANCISCO PARTNERS II CAYMAN, L.P.	51.	0.	51.	51.	51.
FRANCISCO PARTNERS II, L.P.	420.	0.	420.	420.	420.
GOLDMAN SACHS DIVIDENDS	218,649.	0.	218,649.	218,649.	218,649.
GOLDMAN SACHS INTEREST	119,001.	0.	119,001.	119,001.	119,001.
GS MEZZANINE PARTNERS 2006 OFFSHORE, L.P.	276.	0.	276.	276.	276.
GS PRIVATE EQUITY PARTNERS ASIA (OFFSHORE), LP	22,075.	0.	22,075.	22,075.	22,075.
GS VINTAGE FUND IV OFFSHORE, LP	58.	0.	58.	58.	58.
IP III BLOCKER-I, LP	54.	0.	54.	54.	54.
JLL FUND V, LP	8,425.	0.	8,425.	8,425.	8,425.
MADISON DEARBORN CAPITAL PARTNERS V-C, L.P.	403.	0.	403.	403.	403.

MATLINPATTERSON GLOBAL OPPORTUNITIES					
PARTNERS III, LP	278.	0.	278.	278.	278.
MHR INSTITUTIONAL PARTNERS III LP					
NORTH AMERICAN REAL ESTATE PARTNERS II, L.P.	53.	0.	53.	53.	53.
PRIVATE ADVISORS COINVESTMENT FUND, LP	73.	0.	73.	73.	73.
SAW MILL CAPITAL PARTNERS, LP	575.	0.	575.	575.	575.
SILVER LAKE PARTNERS III, LP	16,833.	0.	16,833.	16,833.	16,833.
(BROWN ADVISORY SERVICES)	1,156.	0.	1,156.	1,156.	1,156.
SOVEREIGN AXIS ASSETS, LLC	12,827.	0.	12,827.	12,827.	12,827.
SPIRE CAPITAL PARTNERS II, LP	1.	0.	1.	1.	1.
STRATEGIC PARTNERS III, LP	6,708.	0.	6,708.	6,708.	6,708.
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IV, LP					
TIMBERVEST PARTNERS II, LP	102.	0.	102.	102.	102.
TOWER SQUARE CAPITAL PARTNERS II-B, L.P.	1,647.	0.	1,647.	1,647.	1,647.
TRILANTIC IV, LP	534.	0.	534.	534.	534.
WCP REAL ESTATE FUND I, LP	188.	0.	188.	188.	188.
WELSH, CARSON, ANDERSON & STOWE X, L.P.	251.	0.	251.	251.	251.
	7.	0.	7.	7.	7.
TO PART I, LINE 4	493,788.	0.	493,788.	493,788.	493,788.

FORM 990-PF	RENTAL INCOME	STATEMENT 2
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BUILDING	1	1,950.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,950.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
117,557.472 SHS- TIME WARNER INC	5,376,578.	5,422,632.	0.	0.		12/21/17
					<46,054.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
17,300.256 SHS- EXXON MOBILE CORP	1,576,790.	1,562,993.	0.	0.		12/21/17
					13,797.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
38,540.642 SHS COCO COLA CO	3,202,187.	3,191,397.	0.	0.		12/21/17
					10,790.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AEA MEZZANINE (UNLEVERAGED) FUND, L.P.	10,587.	0.	0.	PURCHASED		
					10,587.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AUDAX MEZZANINE FUND II, L.P.	879.	0.	0.	0.	879.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AUDAX PRIVATE EQUITY FUND III, LP	29,751.	0.	0.	0.	29,751.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CARLYLE EUROPE PARTNERS III, LP	12,399.	0.	0.	0.	12,399.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CARLYLE MEZZANINE LIQUIDATING TRUST	318.	0.	0.	0.	318.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
CARLYLE PARTNERS V CAYMAN, LP	0.	21.	0.	PURCHASED	0.	<21.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
CARLYLE PARTNERS V LANDMARK, LP	0.	17.	0.	PURCHASED	0.	<17.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
CARLYLE PARTNERS V, LP	63,106.	0.	0.	PURCHASED	0.	63,106.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
CARLYLE REALTY PARTNERS V SCOPEL, LP	0.	32.	0.	PURCHASED	0.	<32.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CARLYLE REALTY PARTNERS V, LP	0.	1,029.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
						<1,029.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CARLYLE RIVERSTONE TE PARTNERS III	0.	1,942.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
						<1,942.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CARLYLE STRATEGIC PARTNERS II CAYMAN, LP	21,543.	0.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
						21,543.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CARLYLE STRATEGIC PARTNERS II, LP	0.	9,054.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
						<9,054.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
CORTEC GROUP FUND IV, L.P.	2,560.	0.	0.	PURCHASED	0.	2,560.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
CRP V AIV, LP	0.	19.	0.	PURCHASED	0.	<19.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
DLJ REAL ESTATE CAPITAL PARTNERS III, L.P.	8,022.	0.	0.	PURCHASED	0.	8,022.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
DLJ REAL ESTATE CAPITAL PARTNERS III, L.P.	2,537.	0.	0.	PURCHASED	0.	2,537.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FRANCISCO PARTNERS II CAYMAN, L.P.	14,526.	0.	0.	0.	14,526.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FRANCISCO PARTNERS II CAYMAN, L.P.	0.	28.	0.	0.	<28.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FRANCISCO PARTNERS II, L.P.	3,733.	0.	0.	0.	3,733.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GOLDENTREE OFFSHORE FUND	0.	65.	0.	0.	<65.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
IP III BLOCKER-I, LP	1,483.	0.	0.	PURCHASED	0.	1,483.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
IP III BLOCKER-I, LP	0.	172.	0.	PURCHASED	0.	<172.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
JLL FUND V NEW PATHEON, LP	20,855.	0.	0.	PURCHASED	0.	20,855.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
JLL FUND V, LP	18,970.	0.	0.	PURCHASED	0.	18,970.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
MADISON DEARBORN CAPITAL PARTNERS V-C, L.P.	7,658.	0.	0.	PURCHASED	0.	7,658.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS III, LP	26,150.	0.	0.	0.	26,150.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MHR INSTITUTIONAL PARTNERS III LP	811.	0.	0.	0.	811.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
NORTH AMERICAN REAL ESTATE PARTNERS	0.	47,607.	0.	0.	<47,607.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
NORTH AMERICAN REAL ESTATE PARTNERS	0.	131.	0.	0.	<131.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
PRIVATE ADVISORS COINVESTMENT FUND, LP	36,851.	0.	0.			36,851.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN- PUBLICLY TRADED SECURITIES	6,453,101.	6,317,298.	0.			135,803.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN- PUBLICLY TRADED SECURITIES	4,006,412.	3,158,048.	0.			848,364.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
SAW MILL CAPITAL PARTNERS, LP	0.	1,205.	0.			<1,205.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SILVER LAKE PARTNERS III, LP (BROWN ADVISORY SERVICES)	29,076.	0.	0.	PURCHASED	0.	29,076.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SOVEREIGN AXIS ASSETS, LLC	0.	166.	0.	PURCHASED	0.	<166.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SOVEREIGN AXIS ASSETS, LLC	243,723.	0.	0.	PURCHASED	0.	243,723.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SPIRE CAPITAL PARTNERS II, LP	39,602.	0.	0.	PURCHASED	0.	39,602.

(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
	143,783.	0.	0.	0.	143,783.

(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.	458.	0.	0.	<458.>

(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
	56,177.	0.	0.	0.	56,177.

(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
	0.	597.	0.	0.	<597.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TRILANTIC IV, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
16,631.	0.	0.	0.	16,631.	

(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.	12,557.	0.	0.	<12,557.>	

(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	
15,881.	0.	0.	0.	15,881.	

(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	
23,037.	23,037.	0.	0.	0.	

(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			
34,556.	34,556.	0.	0.
			0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BUILDINGS	PURCHASED		06/30/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	519.	0.	182.
			<337.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMPUTER HARDWARE	PURCHASED		06/30/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	8,241.	0.	8,214.
			<27.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EQUIPMENT	PURCHASED		06/30/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	88,789.	0.	86,426.
			<2,363.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SOFTWARE	PURCHASED		06/30/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	4,669.	0.	4,669.
			0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TELEPHONE & COMMUNICATION EQUIPMENT	0.	7,320.	0.	7,320.	0.

NET GAIN OR LOSS FROM SALE OF ASSETS	1,712,485.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,712,485.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 4

INCOME

1. GROSS RECEIPTS	816	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		816
4. COST OF GOODS SOLD (LINE 15)	608	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		208
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		208

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED.		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES	608	
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		608
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14).		608

FORM 990-PF

OTHER INCOME

STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INVESTMENT INCOME	8,812.	8,812.	8,812.
GRAND THEATRE RENTAL	49,188.	0.	49,188.
ADMISSIONS	69,704.	0.	69,704.
CAMP TUITION	26,150.	0.	26,150.
ENRICHMENT PROGRAMS	113,786.	0.	113,786.
EDUCATIONAL PROGRAMS	21,117.	0.	21,117.
CARROLL NONPROFIT CENTER PROGRAMS	111,962.	0.	111,962.
ADVERTISING	143,394.	0.	143,394.
TRC EDUCATION WING RENT	3,864.	0.	3,864.
TOTAL TO FORM 990-PF, PART I, LINE 11	547,977.	8,812.	547,977.

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	909.	0.	587.	444.
TO FM 990-PF, PG 1, LN 16A	909.	0.	587.	444.

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	5,225.	0.	0.	5,225.
TO FORM 990-PF, PG 1, LN 16B	5,225.	0.	0.	5,225.

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	1,509.	1,509.	0.	0.
INVESTMENT MGT FEES - GOLDMAN	28,454.	28,454.	28,454.	0.
TO FORM 990-PF, PG 1, LN 16C	29,963.	29,963.	28,454.	0.

FORM 990-PF

TAXES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX EXPENSE FROM PARTNERSHIPS	10,997.	0.	0.	0.
STATE TAX EXPENSE	250.	0.	0.	0.
REAL ESTATE TAXES	357.	357.	357.	0.
TO FORM 990-PF, PG 1, LN 18	11,604.	357.	357.	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	26,660.	0.	0.	27,410.
BANK SERVICE EXPENSE	64,017.	0.	3,001.	61,016.
BENEFIT PLAN EXPENSE	1,286.	0.	17.	1,269.
BENEVOLENCE PROGRAM	137,035.	0.	0.	136,577.
BOOKS & PERIODICALS	357.	0.	0.	357.
CAMP EXPENSES	18,970.	0.	18,963.	<609.>
COLLECTION CONSERVATION	2,394.	0.	0.	2,394.
COMPUTER EXPENSE	66,403.	0.	3,279.	64,441.
CONTRACT LABOR	21,153.	0.	5,282.	15,909.
CONSULTING	87.	0.	0.	87.
DUES & SUBSCRIPTIONS	23,216.	0.	794.	22,708.
EDUCATION COLLECTION EXPENSE	907.	0.	0.	907.
EDUCATIONAL PROGRAM EXPENSE	19,408.	0.	7,611.	11,797.
ENRICHMENT EXPENSES	110,794.	0.	43,013.	67,781.
EQUIP REPAIRS & MAINTNCE	20,825.	0.	1,117.	19,880.
EQUIPMENT RENTAL EXPENSE	255.	0.	16.	84.
EQUIPMENT SUPPLIES	19,686.	0.	2,104.	18,017.
EXHIBIT EXPENSE	60,860.	0.	0.	61,212.
FOOD	2,357.	0.	1,451.	1,041.
FUEL	9,520.	0.	118.	9,115.
INSTRUCTORS	22,536.	0.	0.	22,536.
INSURANCE	119,506.	0.	4,618.	114,888.
LIBRARY	345.	0.	0.	345.
LICENSES & OTHER TAXES	13,465.	0.	2,499.	10,650.
MARKETING	208,332.	0.	4,355.	203,276.
MATERIALS AND SUPPLIES	61,156.	0.	61,156.	1,471.
MIS FEES	226,667.	0.	14,434.	205,919.
MISCELLANEOUS	<565.>	0.	0.	<565.>
MUSEUM MEMBER EXPENSE	24,637.	0.	0.	24,637.
OFFICE SUPPLIES	24,822.	0.	955.	23,755.
PAYROLL SERVICE	29,500.	0.	0.	29,474.
POSTAGE	13,069.	0.	122.	12,932.
POSTERS	508.	0.	0.	0.
PRE-EMPLOYMENT EXPENSE	3,729.	0.	43.	2,786.
RADIO PROGRAMMING	3,675.	0.	3,675.	<100.>
RADIO TOWER EXPENSES	6,681.	0.	6,681.	<146.>
RESEARCH	374.	0.	0.	226.
STAFF DEVELOPMENT	17,194.	0.	296.	17,629.
TICKETING/HOSTS	871.	0.	0.	871.
TV STUDIO	2,870.	0.	0.	2,870.
UNIFORMS	12,251.	0.	0.	12,209.
VEHICLE EXPENSES	2,336.	0.	10.	2,371.
VOLUNTEER EXPENSES	14,336.	0.	1,449.	12,898.
WORKERS COMPENSATION	19,128.	0.	1,254.	17,902.
TO FORM 990-PF, PG 1, LN 23	1,433,613.	0.	188,313.	1,240,227.

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.

DESCRIPTION	AMOUNT
FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 12
UNREALIZED LOSS ON PUBLIC EQUITY INVESTMENTS	356,151.
NONDEDUCTIBLE EXPENSES	15,877.
PRIOR YEAR FEDERAL INVESTMENT TAX EXPENSE	11,583.
TOTAL TO FORM 990-PF, PART III, LINE 5	383,611.

FORM 990-PF

CORPORATE STOCK

STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALPHABET INC.	111,565.	111,565.
ECOLAB INC.	140,330.	140,330.
INVESCO S&P 500 EQUAL WEIGHT	3,059,495.	3,059,495.
INVESCO S&P 500 TOP 50 ETF	385,460.	385,460.
ISHARES CORE S&P 500 ETF	1,092,200.	1,092,200.
MANCHESTER UNITED PLC-CL A	123,600.	123,600.
MEDTRONIC INC COM	145,537.	145,537.
NORTHROP GRUMMAN CORP CMN	307,700.	307,700.
SPDR S&P 500 ETF TRUST SPDR	4,259,096.	4,259,096.
S & P 500 INDX PUT OPT2640.0000 08172018	5,580.	5,580.
S & P 500 INDX PUT OPT2650.0000 08312018	3,715.	3,715.
S & P 500 INDX PUT OPT2800.0000 09212018	72,940.	72,940.
S & P 500 INDX PUT OPT2825.0000 12312018	106,155.	106,155.
APPLE INC PUT OPT165.0000 01182019	<5,075.>	<5,075.>
S & P 500 INDX PUT OPT2470.0000 08312018	<2,890.>	<2,890.>
S & P 500 INDX PUT OPT2505.0000 08172018	<4,960.>	<4,960.>
S & P 500 INDX PUT OPT2575.0000 12312018	<136,800.>	<136,800.>
S & P 500 INDX PUT OPT2600.0000 09212018	<74,600.>	<74,600.>
S & P 500 INDX PUT OPT2675.0000 12312018	<9,380.>	<9,380.>
S & P 500 INDX PUT OPT2775.0000 06212019	<17,620.>	<17,620.>
S & P 500 INDX PUT OPT2775.0000 09212018	<9,075.>	<9,075.>
S & P 500 INDX PUT OPT2800.0000 03152019	<16,230.>	<16,230.>
SPDR S&P500 TR PUT OPT266.0000 08172018	<3,200.>	<3,200.>
SPDR S&P500 TR PUT OPT274.0000 10192018	<18,260.>	<18,260.>
TECHNOLOGY SELECT SECTOR SPDR FUND	208,410.	208,410.
VANGUARD FTSE EUROPE ETF	202,068.	202,068.
VERISK ANALYTICS INC CL A	172,224.	172,224.
WISDOMTREE JAPAN HEDGED EQUITY FUND	215,920.	215,920.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,313,905.	10,313,905.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	COST	25,090.	25,090.
INVESTMENTS IN PRIVATE EQUITY	FMV	2,380,212.	2,380,212.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,405,302.	2,405,302.

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

FORM 990-PF	TRANSFERS TO CONTROLLED ENTITIES PART VII-A, LINE 11	STATEMENT 16
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NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
HIGHLANDS DEVELOPEMENT ASSOCIATES, LLC	46-1985745
ADDRESS	
PO BOX 3248 CARTERSVILLE, GA 30120	
DESCRIPTION OF TRANSFER	AMOUNT OF TRANSFER
CASH CONTRIBUTION FOR PURCHASE OF LAND TO BE USED IN FURTHERING CHARITABLE ACTIVITIES	199,572.
TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES	199,572.

FORM 990-PF

SCHEDULE OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 17

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

HIGHLANDS DEVELOPEMENT 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 18

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.	12,398.	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.	12,398.	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.	9,881.	0.
MARTY SONENSHINE PO BOX 3188 CARTERSVILLE, GA 30120	EXECUTIVE DIRECTOR 40.00	154,500.	15,720.	840.
EARLINE BURKE PO BOX 3248 CARTERSVILLE, GA 30120	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		154,500.	50,397.	840.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 19

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

6,310,424.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 20

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

370,968.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 21

ACTIVITY THREE

CARROLL NONPROFIT CENTER PROVIDES OFFICE AND CONFERENCE SPACE TO OTHER NONPROFIT ORGANIZATIONS. THE RENTAL FEE IS BASED ON PRO-RATED PERCENTAGE OF UTILITIES. INDIVIDUALS NEEDING THE SERVICES OF THE LOCAL AGENCIES ARE ABLE TO GO TO ONE LOCATION AND UTILIZE MULTIPLE AGENCIES ALLOWING FOR MORE EFFICIENT SERVICE OF CLIENTELE FOR THE AGENCIES.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

392,635.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 22

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

392,543.

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 24

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
GRAND THEATRE RENTAL					49,188.
ADMISSIONS					69,704.
CAMP TUITION					26,150.
ENRICHMENT PROGRAMS					113,786.
EDUCATIONAL PROGRAMS					21,117.
CARROLL NONPROFIT CENTER PROGRAMS					111,962.
ADVERTISING	541800	143,394.			
TRC EDUCATION WING RENT					3,864.
TOTAL TO FORM 990-PF, PG 12, LINE 1		143,394.			395,771.

GENERAL EXPLANATION

STATEMENT 25

FORM/LINE IDENTIFIER

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

EXPLANATION:

THE FOUNDATION WAS PROVIDED SPACE FREE OF CHARGE BY PARTNERSHIP IN WHICH LORRAINE MCCLAIN IS GENERAL PARTNER.

GENERAL EXPLANATION

STATEMENT 26

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.