

**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation**

Department of the Treasury  
 Internal Revenue Service

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

**Open to Public Inspection**

**For calendar year 2012 or tax year beginning , 2012, and ending , 20**

Name of foundation <b>RAY C. ANDERSON FOUNDATION, INC.</b>		<b>A Employer identification number</b> 58-1867303
Number and street (or P.O. box number if mail is not delivered to street address)  P.O. BOX 723656	Room/suite	<b>B Telephone number (see instructions)</b> ( 678 ) 404-9225
City or town, state, and ZIP code  ATLANTA, GA 31139		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 36,565,450.	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule) . . . . .	31,665,489.			
<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B . . . . .				
<b>3</b> Interest on savings and temporary cash investments . . . . .	165,936.	165,936.		
<b>4</b> Dividends and interest from securities . . . . .	307,577.	307,577.		
<b>5a</b> Gross rents . . . . .				
<b>b</b> Net rental income or (loss) . . . . .				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10 . . . . .	980,465.			
<b>b</b> Gross sales price for all assets on line 6a 34,220,836.				
<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		980,465.		
<b>8</b> Net short-term capital gain . . . . .				
<b>9</b> Income modifications . . . . .				
<b>10 a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less: Cost of goods sold . . . . .				
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b> Other income (attach schedule) . . . . .				
<b>12 Total.</b> Add lines 1 through 11 . . . . .	33,119,467.	1,453,978.		
<b>13</b> Compensation of officers, directors, trustees, etc. . . . .	0			
<b>14</b> Other employee salaries and wages . . . . .				
<b>15</b> Pension plans, employee benefits . . . . .				
<b>16a</b> Legal fees (attach schedule) . . . . .	30,619.	1,531.		29,088.
<b>b</b> Accounting fees (attach schedule) . . . . .				
<b>c</b> Other professional fees (attach schedule) . . . . .	46,900.	46,900.		
<b>17</b> Interest . . . . .				
<b>18</b> Taxes (attach schedule) (see instructions) . . . . .				
<b>19</b> Depreciation (attach schedule) and depletion . . . . .				
<b>20</b> Occupancy . . . . .				
<b>21</b> Travel, conferences, and meetings . . . . .	21,178.			21,178.
<b>22</b> Printing and publications . . . . .				
<b>23</b> Other expenses (attach schedule) <b>ATCH 2</b> . . . . .	159,889.			159,889.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	258,586.	48,431.		210,155.
<b>25</b> Contributions, gifts, grants paid . . . . .	620,200.			620,200.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	878,786.	48,431.		830,355.
<b>27</b> Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b> . . . . .	32,240,681.			
<b>b Net investment income</b> (if negative, enter -0-) . . . . .		1,405,547.		
<b>c Adjusted net income</b> (if negative, enter -0-) . . . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .		3,109,931.	3,109,931.
	2	Savings and temporary cash investments . . . . .	1,043,952.		
	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 (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule), . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 3 . . . . .	1,911,633.	27,439,953.	27,439,953.
	c	Investments - corporate bonds (attach schedule) ATCH 4 . . . . .	1,828,878.	6,015,566.	6,015,566.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .			
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ . . . . .)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	4,784,463.	36,565,450.	36,565,450.	
Liabilities	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 (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ . . . . .)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" 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 . . . . .	4,784,463.	36,565,450.	
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,784,463.	36,565,450.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,784,463.	36,565,450.		

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 4,784,463.
2	Enter amount from Part I, line 27a . . . . .	2 32,240,681.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 37,025,144.
5	Decreases not included in line 2 (itemize) ▶ ATCH 5 . . . . .	5 459,694.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 36,565,450.

**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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: 2em;">{</span> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 <span style="font-size: 2em;">}</span>			<b>2</b>	980,465.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not 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))
2011	227,898.	4,202,719.	0.054226
2010	197,472.	3,754,397.	0.052598
2009	180,679.	3,199,800.	0.056466
2008	183,269.	3,300,083.	0.055535
2007	166,006.	3,315,354.	0.050072
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.268897
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.053779
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 15,193,259.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 817,078.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 14,055.
<b>7</b> Add lines 5 and 6			<b>7</b> 831,133.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 830,355.

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	28,111.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	<b>2</b>	
<b>3</b> Add lines 1 and 2 . . . . .	<b>3</b>	28,111.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	<b>4</b>	0
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	28,111.
<b>6 Credits/Payments:</b>		
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	<b>6a</b>	24,746.
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	1,600.
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	26,346.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	<b>8</b>	
<b>9 Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	1,765.
<b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/> <b>11</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . <i>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.</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA ,		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . . .	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		X

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) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of BDO USA, LLP Telephone no. 404-688-6841
Located at 1100 PEACHTREE ST., STE 700 ATLANTA, GA ZIP+4 30309
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b
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 2012? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes X 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.) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2012 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 2012.) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

**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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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

**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).

**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.

**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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		0	0	0

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
-----		
-----		
-----		
-----		
-----		

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
-----	
2	
-----	
3	
-----	
4	
-----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
-----	
2	
-----	
All other program-related investments. See instructions.	
3 NONE	
-----	
Total. Add lines 1 through 3 . . . . . ▶	

**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	11,530,332.
b	Average of monthly cash balances	1b	3,894,296.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	15,424,628.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,424,628.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	231,369.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,193,259.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	759,663.

**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	759,663.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	28,111.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,111.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	731,552.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	731,552.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	731,552.

**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	830,355.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	830,355.
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 (see instructions)	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	830,355.

**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)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				731,552.
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .			16,642.	
<b>b</b> Total for prior years: 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . .				
<b>c</b> From 2009 . . . . .				
<b>d</b> From 2010 . . . . .				
<b>e</b> From 2011 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>830,355.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			16,642.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				731,552.
<b>e</b> Remaining amount distributed out of corpus . . . . .	82,161.			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	82,161.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	82,161.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .				
<b>b</b> Excess from 2009 . . . . .				
<b>c</b> Excess from 2010 . . . . .				
<b>d</b> Excess from 2011 . . . . .				
<b>e</b> Excess from 2012 . . . . .	82,161.			

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

NOT APPLICABLE

**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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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).)

N/A

**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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

**b** The form in which applications should be submitted and information and materials they should include:

**c** Any submission deadlines:

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year  ATCH 7				
<b>Total</b> ..... ▶ <b>3a</b>				620,200.
<b>b</b> Approved for future payment				
<b>Total</b> ..... ▶ <b>3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 473,513), 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 980,465), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue: a, b, c, d, e, 12 Subtotal. Add columns (b), (d), and (e) (1,453,978), 13 Total. Add line 12, columns (b), (d), and (e) (1,453,978).

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

Table with 2 columns: Line No. (with a downward arrow), and 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). (See instructions.)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box.  **X**
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions	
	RAY C. ANDERSON FOUNDATION, INC.	Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.	58-1867303	
	2660 PEACHTREE ROAD NW, APT. 28B	Social security number (SSN)	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	ATLANTA, GA 30305	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . .  0  1  2  3  4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of  BDO USA, LLP  
Telephone No.  404 688-6841 FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . .  . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 2013.
- For calendar year 2012, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- State in detail why you need the extension INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE FROM THIRD PARTIES

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b> \$	20,932.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b> \$	26,346.
<b>c</b> <b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Samuel L. Luman Title  CPA Date  8/12/2013

Form **8868**

(Rev. January 2013)

# Application for Extension of Time To File a Certified Mail Receipt Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box  **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

### Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>RAY C. ANDERSON FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>58-1867303</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>2660 PEACHTREE ROAD NW, APT. 28B</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>ATLANTA, GA 30305</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ BDO USA, LLP

Telephone No. ▶ 404 688-6841 FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 2012 or

▶  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b> \$	26,346.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b> \$	24,746.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b> \$	1,600.

Caution: If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879 for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2013)

**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) of the Code (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)** Yes No
- (2) Other assets . . . . . **1a(2)** Yes No
- b** Other transactions:
- (1) Sales of assets to a noncharitable exempt organization . . . . . **1b(1)** Yes No
- (2) Purchases of assets from a noncharitable exempt organization . . . . . **1b(2)** Yes No
- (3) Rental of facilities, equipment, or other assets . . . . . **1b(3)** Yes No
- (4) Reimbursement arrangements . . . . . **1b(4)** Yes No
- (5) Loans or loan guarantees . . . . . **1b(5)** Yes No
- (6) Performance of services or membership or fundraising solicitations . . . . . **1b(6)** Yes No
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . . **1c** Yes No
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		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) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

**b** If "Yes," complete the following schedule.

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

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

Signature of officer or trustee: \_\_\_\_\_ Date: \_\_\_\_\_ Title: \_\_\_\_\_

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name Sandra Feinsmith	Preparer's signature <i>Sandra Feinsmith</i>	Date 10/25/2013	Check <input type="checkbox"/> if self-employed	PTIN P01064157
	Firm's name ▶ BDO USA, LLP		Firm's EIN ▶ 13-5381590	Phone no. 404-688-6841	
Firm's address ▶ 1100 PEACHTREE STREET, SUITE 700 ATLANTA, GA 30309-4516					

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					71,546.	
15433801.		STIFEL NICOLAUS-6171 15173662.					VAR 260,139.	VAR
145,132.		STIFEL NICOLAUS-3713 142,451.					VAR 2,681.	VAR
165,136.		STIFEL NICOLAUS-1397 121,992.					VAR 43,144.	VAR
597,977.		STIFEL NICOLAUS-3614 640,072.					VAR -42,095.	VAR
165,050.		STIFEL NICOLAUS-6095 167,900.					VAR -2,850.	VAR
63,580.		STIFEL NICOLAUS-4618 70,889.					VAR -7,309.	VAR
1,824,796.		UBS 1,670,007.					VAR 154,789.	VAR
7,917,200.		NORTHWESTERN MUTUAL 7,535,691.					VAR 381,509.	VAR
185,893.		NORTHWESTERN MUTUAL 182,029.					VAR 3,864.	VAR
7,650,725.		STIFEL NICOLAUS-6095 7,535,678.					VAR 115,047.	VAR
TOTAL GAIN(LOSS) .....							<u>980,465.</u>	



# Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2012**

Name of the organization

RAY C. ANDERSON FOUNDATION, INC.

Employer identification number

58-1867303

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

### Special Rules

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **RAY C. ANDERSON FOUNDATION, INC.**

Employer identification number

58-1867303

**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF RAY C. ANDERSON 1100 PEACHTREE STREET, SUITE 1600 ATLANTA, GA 30309	\$ 396,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ESTATE OF RAY C. ANDERSON 1100 PEACHTREE STREET, SUITE 1600 ATLANTA, GA 30309	\$ 31,267,466.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization RAY C. ANDERSON FOUNDATION, INC.

Employer identification number

58-1867303

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	2,249,458 SHARES OF INTERFACE STOCK	\$ 31,267,466.	VARIOUS
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----

Name of organization <b>RAY C. ANDERSON FOUNDATION, INC.</b>	Employer identification number <b>58-1867303</b>
--	---

**Part III** **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.  
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
 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
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

ATTACHMENT 1FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	46,900.	46,900.
TOTALS	<u>46,900.</u>	<u>46,900.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
INDEPENDENT CONTRACTORS	63,517.	63,517.
OUTSIDE CONTRACT SERVICES	80,906.	80,906.
REGISTRATION FEES	800.	800.
OFFICE EXPENSE	2,211.	2,211.
PUBLIC RELATIONS	8,287.	8,287.
PROFESSIONAL DEVELOPMENT	3,384.	3,384.
BANKING FEES	158.	158.
DUES	500.	500.
MISC	126.	126.
TOTALS	<u>159,889.</u>	<u>159,889.</u>

ATTACHMENT 3FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUITIES	26,598,003.	26,598,003.
PREFERRED	51,537.	51,537.
MUNICIPAL BONDS	134,860.	134,860.
MUTUAL FUNDS	655,553.	655,553.
TOTALS	<u>27,439,953.</u>	<u>27,439,953.</u>

ATTACHMENT 4FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE/GOVERNMENT BONDS	6,015,566.	6,015,566.
TOTALS	<u>6,015,566.</u>	<u>6,015,566.</u>



ATTACHMENT 5

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

DECREASE IN INVESTMENT VALUE

459,694.

TOTAL

459,694.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>			
PATRICIA A. ANDERSON P.O. BOX 723656 ATLANTA, GA 31139	TREASURER 1.00	0	0	0
HARRIET A. LANGFORD P.O. BOX 723656 ATLANTA, GA 31139	PRESIDENT 15.00	0	0	0
MARYANNE A. LANIER P.O. BOX 723656 ATLANTA, GA 31139	VICE PRESIDENT/SECRETARY 15.00	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GA CONSERVANCY 817 W PEACHTREE ST SUITE 200 ATLANTA, GA 30308	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	10,000.
SOUTH FACE ENERGY INSTITUTE 241 PINE ST NE ATLANTA, GA 30308	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	20,000.
THE BIOMIMICRY INSTITUTE PO BOX 9216 MISSOULA, MT 59807	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	30,000.
TEACHAIDS P.O. BOX 18701 STANFORD, CA 94309	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	10,000.
ARIZONA STATE UNIVERSITY P.O. BOX 2260 TEMPE, AZ 85280	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	70,000.
GEORGIA INSTITUTE OF TECHNOLOGY 225 NORTH AVE NW ATLANTA, GA 30332	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	103,700.

ATTACHMENT 7

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TRULY LIVING WELL P.O. BOX 90841 EAST POINT, GA 30364	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	50,000.
AUBURN UNIVERSITY 107 SAMFORD HALL AUBURN, AL 36849	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	50,000.
UNIVERSITY OF SOUTHERN MISSISSIPPI 118 COLLEGE DR HATTIESBURG, MS 39406	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	60,000.
CAPTAIN PLANET FOUNDATION 133 LUCKIE ST ATLANTA, GA 30303	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	20,000.
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E. LOWERY BLVD NW ATLANTA, GA 30318	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.
BAINBRIDGE GRADUATE INSTITUTE 220 2ND AVE S. SEATTLE, WA 98104	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.

ATTACHMENT 7

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHATTAHOOCHEE NATURE CENTER 9135 WILLEO RD ROSWELL, GA 30075	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.
CHATTAHOOCHEE RIVERKEEPER 3 PURITAN MILL 916 JOSEPH E. LOWERY BLVD NW ATLANTA, GA 30318	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	15,000.
DAVID SUZUKI FOUNDATION 219-2211 WEST 4TH AVE V6K4S2 VANCOUVER BRITISH COLUMBIA CANADA	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	25,000.
EARTH ISLAND INSTITUTE 2150 ALLSTON WAY BERKELEY, CA 94704	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	10,000.
EARTH POLICY INSTITUTE 1350 CONNECTICUT AVENUE NW WASHINGTON, DC 20036	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.
EARTH UNIVERSITY FOUNDATION 3525 PIEDMONT RD NE #520 ATLANTA, GA 30305	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.

ATTACHMENT 7

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GEORGIA CONSERVATION VOTERS EDUCATION FUND 175 TRINITY AVENUE SW ATLANTA, GA 30303	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.
GLOBAL FOOTPRINT NETWORK 312 CLAY STREET, SUITE 300 OAKLAND, CA 94607	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	2,500.
GLOBAL GREEN USA 2218 MAIN STREET, 2ND FLOOR SANTA MONICA, CA 90405	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	2,500.
GREEN CHAMBER OF THE SOUTH PO BOX 941776 ATLANTA, GA 31141	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	2,000.
HARVARD CENTER FOR HEALTH AND GLOBAL ENVIRONMENT 401 PARK DRIVE, SECOND FLOOR EAST BOSTON, MA 02215	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.

ATTACHMENT 7

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HELP ME SEE 20 WEST 36TH STREET, SUITE 701 NEW YORK, NY 10018	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	6,000.
IDA CASON CALLAWAY FOUNDATION PO BOX 2000 PINE MOUNTAIN, GA 31822	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.
LAGRANGE ACADEMY 1501 VERNON RD LAGRANGE, GA 30240	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	8,500.
LAGRANGE COLLEGE 601 BROAD STREET LAGRANGE, GA 30240	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.
THE LAND INSTITUTE 2440 E WATER WELL ROAD SALINA, KS 67401	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	7,500.
NATIONAL WILDLIFE FEDERATION PO BOX 1583 MERRIFIELD, VA 22116	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.

ATTACHMENT 7

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ROCKY MOUNTAIN INSTITUTE 2317 SNOWMASS CREEK ROAD SNOWMASS, CO 81654	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	10,000.
SECOND NATURE 18 TREMONT STREET, SUITE 308 BOSTON, MA 02108	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.
SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10010	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	6,000.
SOUTHERN ENVIRONMENTAL LAW CENTER 127 PEACHTREE ST NE ATLANTA, GA 30303	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	2,000.
SOUTHWINGS 35 HAYWOOD ST ASHEVILLE, NC 28801	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	2,000.
TREES ATLANTA 225 CHESTER AVE SE ATLANTA, GA 30316	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WARREN WILSON COLLEGE 701 WARREN WILSON RD SWANNANOVA, NC 28778	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	5,000.
WORLD RESOURCES INSTITUTE 10 G ST NE #800 WASHINGTON, DC 20002	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	7,500.
WORLDWATCH INSTITUTE 1400 16TH ST NW, SUITE 430 WASHINGTON, DC 20036	501(C)(3) PUB CHARITY	FUNDING TO FURTHER THE ORGANIZATION'S ENVIRONMENTAL EDUCATION AND CHARITABLE ACTIVITIES	20,000.
		TOTAL CONTRIBUTIONS PAID	<u>620,200.</u>