

Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047

2012

Open to Public
Inspection

A For the 2012 calendar year, or tax year beginning JUL 1, 2012 and ending JUN 30, 2013

B Check if applicable:	C Name of organization GEORGIA STATE UNIVERSITY FOUNDATION Doing Business As		D Employer identification number 58-6033185
<input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Number and street (or P.O. box if mail is not delivered to street address) ONE PARK PLACE, SUITE 533	Room/suite	E Telephone number (404) 413-3402
	City, town, or post office, state, and ZIP code ATLANTA, GA 30303-3083		G Gross receipts \$ 289,444,619.
	F Name and address of principal officer: DALE PALMER ONE PARK PLACE, SUITE 533, ATLANTA, GA 30303		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
J Website: ► WWW.GSUFOUNDATION.ORG	H(c) Group exemption number ►		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation: 1958 M State of legal domicile: GA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SUPPORT THE MISSION AND BEST INTERESTS OF GEORGIA STATE UNIVERSITY.		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	34
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	34
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	34
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	39,054.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Expenses			Prior Year Current Year
	8 Contributions and grants (Part VIII, line 1h)	17,051,958.	11,988,538.
	9 Program service revenue (Part VIII, line 2g)	3,759,427.	4,198,204.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	16,620,608.	48,923,106.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,411,928.	640,945.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	40,843,921.	65,750,793.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,598,351.	12,888,564.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,578,142.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	181,475.	65,476.
	b Total fundraising expenses (Part IX, column (D), line 25) ► 749,493.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	24,095,674.	22,786,665.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	31,453,642.	35,740,705.
	19 Revenue less expenses. Subtract line 18 from line 12	9,390,279.	30,010,088.
Net Assets or Fund Balances			Beginning of Current Year End of Year
	20 Total assets (Part X, line 16)	455,061,005.	479,458,834.
	21 Total liabilities (Part X, line 26)	289,214,541.	291,213,472.
	22 Net assets or fund balances. Subtract line 21 from line 20	165,846,464.	188,245,362.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign here ►	Signature of officer <i>Dale Palmer</i>	Date <i>2/12/14</i>
	DALE PALMER, CFO & ASST. TREAS.	
	Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name CHRISTINE W. PIERCE	Preparer's signature <i>Christine W. Pierce</i> Date 2/3/14 Check <input type="checkbox"/> if self-employed PTIN P00436339
	Firm's name ► CHERRY BEKAERT LLP	Firm's EIN ► 56-0574444
	Firm's address ► 1075 PEACHTREE STREET, STE. 2200 ATLANTA, GA 30309-3482	Phone no. 404-209-0954

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III [X]

- 1** Briefly describe the organization's mission:

THE GEORGIA STATE UNIVERSITY FOUNDATION, INC. SERVES AS THE OFFICIAL FUND-RAISING AND FUND MANAGEMENT ORGANIZATION FOR GEORGIA STATE UNIVERSITY AND IS COMMITTED TO SUPPORTING AND ASSISTING THE UNIVERSITY IN ACHIEVING ITS GOALS AND OBJECTIVES THROUGH SOLICITING AND MANAGING

- 2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

- 3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

- 4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 29,293,458. including grants of \$ 8,403,350.) (Revenue \$ 33,584,834.)
ALL PROGRAM EXPENSES SUPPORT THE EDUCATION, RESEARCH, PUBLIC SERVICE AND OTHER ACTIVITIES OF GEORGIA STATE UNIVERSITY.

4b (Code: _____) (Expenses \$ 4,485,214. including grants of \$ 4,485,214.) (Revenue \$ _____)
SCHOLARSHIP FUND - TO PROVIDE SCHOLARSHIPS AND AWARDS

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 33,778,672.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c X	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19 X	
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a X	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b X	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	X
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28a	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38	X

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	124	
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>		2b	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a	X
b If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>		3b	X
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	X
b If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	X
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8	
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?		9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?		9b	
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O.</i>		13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O</i>	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	34	
1b	Enter the number of voting members included in line 1a, above, who are independent	34	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13	Did the organization have a written whistleblower policy?	13	X
14	Did the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	X
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	15b	X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

- List the states with which a copy of this Form 990 is required to be filed ► **GA**
- Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
DALE PALMER - (404) 413-3402
ONE PARK PLACE, SUITE 533, ATLANTA, GA 30303-3083

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors
Check if Schedule O contains a response to any question in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter 0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current key employees**, if any. See instructions for definition of "key employee."

- List the organization's five **current highest compensated employees** (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee/director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) STEVEN ASPLUNDH TRUSTEE	1.00	X					0.	0.	0.
(2) WILLIAM BALZER PAST CHAIR	1.00	X					0.	0.	0.
(3) JOHN BAUER TRUSTEE	1.00	X					0.	0.	0.
(4) MARK BECKER TRUSTEE/GSU PRESIDENT	1.00	X					0.	0.	0.
(5) SANDRA BERGERON TRUSTEE	1.00	X					0.	0.	0.
(6) JAY BERNATH EX OFFICIO/ALUMNI ASSNCHAI	1.00	X					0.	0.	0.
(7) KENNETH BERNHARDT TRUSTEE / CHAIR	1.00	X	X				0.	0.	0.
(8) KATHY BERRY TRUSTEE	1.00	X					0.	0.	0.
(9) FRANCES BREEDEN TRUSTEE / VICE CHAIR	1.00	X	X				0.	0.	0.
(10) ANTHONY BURGER TRUSTEE	1.00	X					0.	0.	0.
(11) BRAD FERRER TRUSTEE / TREASURER	1.00	X	X				0.	0.	0.
(12) DAVID FLINT TRUSTEE	1.00	X					0.	0.	0.
(13) TIMOTHY GUNTER TRUSTEE	1.00	X					0.	0.	0.
(14) DAVID HADDOW TRUSTEE	1.00	X					0.	0.	0.
(15) CATHY HENSON TRUSTEE / SECRETARY	1.00	X	X				0.	0.	0.
(16) RICHARD JACOBSON TRUSTEE	1.00	X					0.	0.	0.
(17) ERIC JOINER TRUSTEE	1.00	X					0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Individual trustee	Officer	Key employee	Highest compensated employee			
(18) ELIZABETH KENNY TRUSTEE	1.00	X					0.	0.	0.
(19) MARJORIE KNOWLES TRUSTEE	1.00	X					0.	0.	0.
(20) RICHARD LENNY TRUSTEE	1.00	X					0.	0.	0.
(21) LEE MACENZAK TRUSTEE	1.00	X					0.	0.	0.
(22) CYNTHIA MALOY TRUSTEE	1.00	X					0.	0.	0.
(23) PETER MILLER TRUSTEE	1.00	X					0.	0.	0.
(24) JERRY RACKLIPPE EX OFFICIO/GSU VP FIN/ADM	1.00	X					0.	0.	0.
(25) DEEPAK RAGHAVAN TRUSTEE	1.00	X					0.	0.	0.
(26) JULIO RAMIREZ TRUSTEE	1.00	X					0.	0.	0.
1b Sub-total						►	0.	0.	0.
c Total from continuation sheets to Part VII, Section A						►	0.	0.	0.
d Total (add lines 1b and 1c)						►	0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	NONE	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 0

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2012)

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

Total to Part VII, Section A, line 1c

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	62,550.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	11,925,988.			
	g Noncash contributions included in lines 1a-1f \$					
h Total, Add lines 1a-1f ►		11,988,538.				
Program Service Revenue		Business Code				
	2 a RENTAL REVENUE	532000	4,198,204.	3,729,503.	71,533.	397,168.
	b					
	c					
	d					
	e					
	f All other program service revenue					
g Total, Add lines 2a-2f ►		4,198,204.				
3 Investment income (including dividends, interest, and other similar amounts)		► 19,801,815.	18,247,247.		1,554,568.	
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6 a Gross rents	(i) Real	(ii) Personal				
b Less: rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)		►				
7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses	90,687,722.	162,102,380.				
c Gain or (loss)	72,501,091.	151,167,720.				
d Net gain or (loss)	18,186,631.	10,934,660.				
8 a Gross income from fundraising events (not including \$ 62,550. of contributions reported on line 1c). See Part IV, line 18	a	25,015.				
b Less: direct expenses	b	25,015.				
c Net income or (loss) from fundraising events		► 0.				
9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities		►				
10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory		►				
Miscellaneous Revenue	Business Code					
11 a OTHER MISCELLANEOUS REVENUES	611710	673,424.	673,424.			
b PARTNERSHIP INVESTMENTS	523000	-32,479.		-32,479.		
c						
d All other revenue						
e Total, Add lines 11a-11d ►		640,945.				
12 Total revenue. See instructions. ►		65,750,793.	33,584,834.	39,054.	20,138,367.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	12,881,564.	12,881,564.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	7,000.	7,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management	56,011.	55,766.	245.	
b Legal	64,700.	10,000.	54,700.	
c Accounting				
d Lobbying	65,476.			65,476.
e Professional fundraising services. See Part IV, line 17	527,210.	527,210.		
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	854,973.	649,787.	78,203.	126,983.
12 Advertising and promotion	283,686.	87,061.	116,447.	80,178.
13 Office expenses	1,548,090.	1,181,271.	252,233.	114,586.
14 Information technology				
15 Royalties	3,816,236.	3,803,781.	8,482.	3,973.
16 Occupancy	831,280.	708,210.	59,258.	63,812.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	233,142.	193,684.	25,986.	13,472.
20 Interest	11,522,784.	11,522,784.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	-36,426.	-36,426.		
23 Insurance	457,050.	423,676.	33,374.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MEETING, EVENT AND OTHER	1,816,953.	1,132,822.	407,026.	277,105.
b DUES & PROFESSIONAL MEM	393,534.	325,768.	64,102.	3,664.
c CONTRACTUAL PAYMENTS	343,855.	233,855.	110,000.	
d EQUIPMENT PURCHASE	73,587.	70,859.	2,484.	244.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	35,740,705.	33,778,672.	1,212,540.	749,493.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ► if following SOR 98-2 (ASC 988-720)

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year	
Assets	1 Cash - non-interest-bearing	2,952,455.	1 3,285,143.	
	2 Savings and temporary cash investments	35,151,480.	2 19,701,406.	
	3 Pledges and grants receivable, net	8,930,076.	3 9,658,891.	
	4 Accounts receivable, net	231,017.	4 218,410.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see Instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	6,319,380.	9 3,805,180.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 17,422,343.		
	b Less: accumulated depreciation	10b 7,159,926.	6,475,765.	10b 10,262,417.
	11 Investments - publicly traded securities	127,443,158.	11 125,651,244.	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11	1,232,756.	13 33,572,984.	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	266,324,918.	15 273,303,159.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	455,061,005.	16 479,458,834.		
Liabilities	17 Accounts payable and accrued expenses	5,918,886.	17 4,576,052.	
	18 Grants payable		18	
	19 Deferred revenue	24,468,071.	19 23,277,684.	
	20 Tax-exempt bond liabilities	248,177,610.	20 247,313,317.	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	10,649,974.	25 16,046,419.	
	26 Total liabilities. Add lines 17 through 25	289,214,541.	26 291,213,472.	
	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	19,033,843.	27 34,937,731.	
	28 Temporarily restricted net assets	59,920,059.	28 61,306,474.	
	29 Permanently restricted net assets	86,892,562.	29 92,001,157.	
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
30 Capital stock or trust principal, or current funds		30		
31 Paid-in or capital surplus, or land, building, or equipment fund		31		
32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	165,846,464.	33 188,245,362.		
34 Total liabilities and net assets/fund balances	455,061,005.	34 479,458,834.		

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	65,750,793.
2 Total expenses (must equal Part IX, column (A), line 25)	2	35,740,705.
3 Revenue less expenses. Subtract line 2 from line 1	3	30,010,088.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	165,846,464.
5 Net unrealized gains (losses) on investments	5	-7,611,190.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	188,245,362.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

		Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____			
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.	2a		X
2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____			
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
b Were the organization's financial statements audited by an independent accountant? _____	2b	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____	2c	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____	3a	X	
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Department of the Treasury
Internal Revenue Service

OMD No. 1045-0047

2012

**Open to Public
Inspection**

Name of the organization

Employer identification number

GEORGIA STATE UNIVERSITY FOUNDATION

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

GEORGIA STATE UNIVERSITY FOUNDATION

58-6033185

Part I **Reason for Public Charity Status** (All organizations must complete this part.) See Instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- | | |
|---|--|
| 1 | <input type="checkbox"/> A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). |
| 2 | <input type="checkbox"/> A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.) |
| 3 | <input type="checkbox"/> A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). |
| 4 | <input type="checkbox"/> A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____ |
| 5 | <input checked="" type="checkbox"/> An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.) |
| 6 | <input type="checkbox"/> A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). |
| 7 | <input type="checkbox"/> An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.) |
| 8 | <input type="checkbox"/> A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) |
| 9 | <input type="checkbox"/> An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.) |
| 0 | <input type="checkbox"/> An organization organized and operated exclusively to test for public safety. See section 509(a)(4). |
| 1 | <input type="checkbox"/> An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h. |
| | a <input type="checkbox"/> Type I b <input type="checkbox"/> Type II c <input type="checkbox"/> Type III - Functionally integrated d <input type="checkbox"/> Type III - Non-functionally integrated |
| e | <input type="checkbox"/> By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). |
| f | If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box _____ |
| g | Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? |
| | (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____ |
| | (ii) A family member of a person described in (i) above? _____ |
| | (iii) A 35% controlled entity of a person described in (i) or (ii) above? _____ |
| h | Provide the following information about the supported organization(s). |

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

LHA 1

Form 990 or 990-EZ.

For more information about the study, please contact Dr. Michael J. Koenig at (314) 747-2000 or via email at koenig@dfci.harvard.edu.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	10498941.	20694909.	11554838.	17051958.	11988538.	71789184.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	10498941.	20694909.	11554838.	17051958.	11988538.	71789184.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						71789184.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	10498941.	20694909.	11554838.	17051958.	11988538.	71789184.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3216443.	2457770.	2511324.	1889730.	1027657.	11102924.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other Income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	628,969.	413,131.	818,282.	392,765.	601,592.	2854739.
11 Total support. Add lines 7 through 10						85746847.
12 Gross receipts from related activities, etc. (see instructions)				12	88,160,	398.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	83.72	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	78.66	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			
► <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			
► <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			
► <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			
► <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			
► <input type="checkbox"/>			

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions		

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990.

Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990. ► See separate instructions.

Name of the organization

GEORGIA STATE UNIVERSITY FOUNDATION

Employer identification number
58-6033185**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts		
1 Total number at end of year				
2 Aggregate contributions to (during year)				
3 Aggregate grants from (during year)				
4 Aggregate value at end of year				
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

- Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

a Total number of conservation easements	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

- 4 Number of states where property subject to conservation easement is located ►
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____
- (ii) Assets included in Form 990, Part X ► \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ► \$ _____
- b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets(continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations

- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
1a	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII!

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	105,281,423.	106,251,071.	83,659,886.	70,793,273.	92,050,277.
b Contributions	3,318,451.	4,081,744.	9,229,429.	6,244,428.	3,111,361.
c Net investment earnings, gains, and losses	9,500,465.	-955,750.	17,084,386.	10,083,399.	-20,998,394.
d Grants or scholarships					
e Other expenditures for facilities and programs	-4,505,563.	-4,095,642.	3,722,629.	3,461,214.	3,369,972.
f Administrative expenses					
g End of year balance	113,594,776.	105,281,423.	106,251,072.	83,659,886.	70,793,273.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► 23.00 %

b Permanent endowment ► 77.00 %

c Temporarily restricted endowment ► .00 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

Yes	No
3a(i)	X
3a(ii)	X

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,044,135.		2,044,135.
b Buildings		15,378,208.	7,159,926.	8,218,282.
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 10,262,417.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ►

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) INVESTMENTS- 55 PARK		
(2) PLACE	33,572,984.	COST
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ►	33,572,984.	

Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ►

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) CASH SURRENDER VALUE OF CHARITABLE LIFE INSURANCE	
(2) POLICIES	1,267,990.
(3) RESTRICTED ASSETS	26,246,077.
(4) INVESTMENT HELD FOR AFFILIATES	5,235,644.
(5) INVESTMENT IN DIRECT FINANCING LEASES, NET	240,553,448.
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	273,303,159.

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) OBLIGATION FOR INVESTMENTS HELD IN		
(3) TRUST AFFILIATES	5,235,644.	
(4) OBLIGATION UNDER LEASES	3,310,775.	
(5) LOAN FROM GSU BUILDING FOUNDATION	7,500,000.	
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	16,046,419.	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1 Total revenue, gains, and other support per audited financial statements	1	46,677,733.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	-7,611,190.
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIII.)	2d	
e Add lines 2a through 2d	2e	-7,611,190.
3 Subtract line 2e from line 1	3	54,288,923.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	527,210.
b Other (Describe in Part XIII.)	4b	10,934,660.
c Add lines 4a and 4b	4c	11,461,870.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	65,750,793.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1 Total expenses and losses per audited financial statements	1	35,214,025.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIII.)	2d	530.
e Add lines 2a through 2d	2e	530.
3 Subtract line 2e from line 1	3	35,213,495.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	527,210.
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	527,210.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	35,740,705.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE FOUNDATION'S POLICY IS TO RECORD A LIABILITY FOR

ANY TAX POSITION TAKEN THAT IS BENEFICIAL TO THE FOUNDATION, INCLUDING ANY RELATED INTEREST AND PENALTIES, WHEN IT IS MORE LIKELY THAN NOT THE POSITION TAKEN BY MANAGEMENT WITH RESPECT TO A TRANSACTION OR CLASS OF TRANSACTIONS WILL BE OVERTURNED BY A TAXING AUTHORITY UPON EXAMINATION.

MANAGEMENT BELIEVES THERE ARE NO SUCH POSITIONS AS OF JUNE 30, 2013 AND, ACCORDINGLY, NO LIABILITY HAS BEEN ACCRUED.

Part XIII | Supplemental Information (continued)**PART XI, LINE 4B - OTHER ADJUSTMENTS:**GAIN ON BOND REFINANCING**PART XII, LINE 2D - OTHER ADJUSTMENTS:**GEORGIA STATE UNIVERSITY BUILD FOUNDATION EXPENSES, EIN58-1998542**PART V, ENDOWMENT FUNDS:**ENDOWMENT FUNDS INTENDED USES INCLUDE SCHOLARSHIPS, FELLOWSHIPS, CHAIRS,
PROFESSORSHIPS AND OTHER RELATED ACTIVITIES.

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,

Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

Name of the organization

Employer identification number

GEORGIA STATE UNIVERSITY FOUNDATION

58-6033185

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1** For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2012

recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

9

2

Part III can be duplicated if additional space is needed.

Individuals outside the United States. Complete if the organization answered "yes" to Form 990, Part IV, line 16.

Part IV | Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865) Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713) Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

SCHEDULE G

Supplemental Information Regarding Fundraising or Gaming Activities

OMD No. 1545-0047

2012

**Open To Public
Inspection**

**Department of the Treasury
Internal Revenue Service**

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.**
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

Employer identification number
58-6033185

GEORGIA STATE UNIVERSITY FOUNDATION

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization	
		Yes	No			
GRENZEBACH GLIER AND ASSOCIATES - 401 N MICHIGAN	FUND RAISING STRATEGIES		X	0	65,476	0

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AK, AZ, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, AR, NY

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

	(a) Event #1 GOLF FACILITIES (event type)	(b) Event #2 REAL ESTATE ALUMNI (event type)	(c) Other events 8 (total number)	(d) Total events (add col. (a) through col. (c))
Revenue				
1 Gross receipts	21,300.	22,000.	44,265.	87,565.
2 Less: Contributions	16,615.	18,666.	27,269.	62,550.
3 Gross income (line 1 minus line 2)	4,685.	3,334.	16,996.	25,015.
Direct Expenses				
4 Cash prizes				
5 Noncash prizes				
6 Rent/facility costs				
7 Food and beverages				
8 Entertainment				
9 Other direct expenses	4,685.	3,334.	16,996.	25,015.
10 Direct expense summary. Add lines 4 through 9 in column (d)				► (25,015)
11 Net income summary. Combine line 3, column (d), and line 10				► 0.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 8a.

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue				
1 Gross revenue				
Direct Expenses				
2 Cash prizes				
3 Noncash prizes				
4 Rent/facility costs				
5 Other direct expenses				
6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				► (_____)
8 Net gaming income summary. Combine line 1, column d, and line 7				►

9 Enter the state(s) in which the organization operates gaming activities:

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:
- | | | |
|-------------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.

c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

_____ Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 16c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:(I) NAME OF FUNDRAISER: GRENZEBACH GLIER AND ASSOCIATES(I) ADDRESS OF FUNDRAISER:401 N MICHIGAN AVE. STE. 2800, CHICAGO, IL 60611

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

GEOGRAPHY STATE UNIVERSITY FOUNDATION

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Description of non-cash assistance		(g) Purpose of grant or assistance
					(f) Method of valuation (book, FMV, appraised, other)	(g) Description of non-cash assistance	
GEORGIA STATE UNIVERSITY ONE PARK PLACE, SUITE 533 ATLANTA, GA 30303	58-6002050	115(1)	4,485,214.	0.0	BOOK	FOR SCHOLARSHIPS AND AWARDS.	
GEORGIA STATE UNIVERSITY ONE PARK PLACE, SUITE 533 ATLANTA, GA 30303	58-6002050	115(1)	3,396,350.	0.0	BOOK	PROGRAM SUPPORT	

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

▲ 1

▲ 1

Schedule I [Form 990] (2012)

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2; Part II, column (b), and any other additional information

SCHEDULE I, PART I, LINE 2: FUNDS ARE PAID TO GEORGIA STATE UNIVERSITY FOR EDUCATIONAL PURPOSES AND PROGRAM SUPPORT. SCHOLARSHIPS ARE PAID DIRECTLY BY GEORGIA STATE UNIVERSITY. SCHOLARSHIP RECIPIENTS ARE SELECTED BASED ON UNIVERSITY POLICY AND CRITERIA SET FORTH IN THE FUND AGREEMENTS.

SCHEDULE J
(Form 990)Department of the Treasury
Internal Revenue Service**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
- Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

GEORGIA STATE UNIVERSITY FOUNDATION

Employer identification number
58-6033185**Part I Questions Regarding Compensation**

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

Yes

No

- b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

1b

- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

2

- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

- 4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

4a

X

4b

X

4c

X

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

- 5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

5a

X

5b

X

If "Yes" to line 5a or 5b, describe in Part III.

- 6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

6a

X

6b

X

If "Yes" to line 6a or 6b, describe in Part III.

- 7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

7

X

- 8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

8

X

- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

9

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row 10 and from related organizations, described in the instructions, on row 11.

Note. The sum of columns (B)-(G) for each listed individual must equal the total amount of Form 990 Part VII Section A line 1a, nonresident column. If and only if the sum of columns (B)-(G) does not equal the amount in line 1a, nonresident column, then Form 990 Part VII Section A line 1a, nonresident column, must be adjusted.

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

COMPENSATION OF OFFICERS

GEORGIA STATE UNIVERSITY FOUNDATION HAS NO EMPLOYEES. PER PART VII LINE 5, COMPENSATION OF OFFICERS LISTED ON PART VII IS FROM AN UNRELATED ORGANIZATION (GEORGIA STATE UNIVERSITY) FOR SERVICES RENDERED TO GEORGIA STATE UNIVERSITY FOUNDATION. ACCORDINGLY, WALTER MASSEY, PRESIDENT, DALE PALMER, ASSISTANT TREASURER/CFO, AND JULIE VAN BALEN, ASSISTANT SECRETARY, RECEIVED COMPENSATION OF \$220,000, \$165,000 AND \$46,382, RESPECTIVELY, FROM GEORGIA STATE UNIVERSITY.

SCHEDULE K
 (Form 990)
 Department of the Treasury
 Internal Revenue Service

Name of the organization

GEORGIA STATE UNIVERSITY FOUNDATION

SEE PART VI FOR COLUMNS (A) AND (F) CONTINUATIONS

Supplemental Information on Tax-Exempt Bonds

- Complete if the organization answered "Yes" to Form 990, Part IV, line 2a. Provide descriptions, explanations, and any additional information in Part VI.
- Attach to Form 990.
- See separate instructions.

ENTITY 1

OMB No. 1545-0047
 Open to Public
 Inspection

Employer identification number
 58-6033185

Part I Bond Issues		(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased [h] On behalf of issuer	(i) Proceeds financing
ATLANTA DEVELOPMENT AUTHORITY (PANTHER PLACE)	58-603318504780RBF4	05/29/09	58607704	ACQUISITION OF FACILITIES FOR AD	X	X	X	X	X
ALPHARETTA DEVELOPMENT AUTHORITY	58-6033185020812BE2	05/12/09	6,544,706	CONSTRUCTION OF EDUCATIONAL FACIL	X	X	X	X	X
ATLANTA DEVELOPMENT AUTHORITY (PIEDMONT ELLIS)	58-603318504777LBG0	09/08/05	165030809	CONSTRUCTION OF STUDENT HOUSING	X	X	X	X	X
D FULTON COUNTY (STUDENT R	58-60331853599000K48	01/01/11	18095000	REFINANCING OF ORIGINAL DEBT	X	X	X	X	X
Part II Proceeds									
1 Amount of bonds retired		A	B	C	D				
2 Amount of bonds legally defeased						145,375,000.			
3 Total proceeds of issue						145,375,000.			
4 Gross proceeds in reserve funds						161,330,000.			
5 Capitalized interest from proceeds						16,035,000.			
6 Proceeds in refunding escrows						3,536,000.			
7 Issuance costs from proceeds						1,603,500.			
8 Credit enhancement from proceeds									
9 Working capital expenditures from proceeds									
10 Capital expenditures from proceeds									
11 Other spent proceeds									
12 Other unspent proceeds									
13 Year of substantial completion									
14 Were the bonds issued as part of a current refunding issue?		Yes	No	Yes	No	Yes	No	Yes	No
15 Were the bonds issued as part of an advance refunding issue?		X		X		X	X	X	X
16 Has the final allocation of proceeds been made?		X		X		X		X	X
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?		X		X		X		X	X
Part III Private Business Use									
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		A	B	C	D				
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		X	X

SCHEDULE K
 [Form 990]
 Department of the Treasury
 Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

ENTITY 2

- Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
- Attach to Form 990.
- See separate instructions.

Name of the organization

GEORGIA STATE UNIVERSITY FOUNDATION

SEE PART VI FOR COLUMNS (A) AND (F) CONTINUATIONS

Part I	Bond Issues	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Debated [h] On behalf of issuer	(i) Pooled financing
	ATLANTA DEVELOPMENT AUTHORITY REFUNDING REV	58-603318504777LDQ6	05/14/13	1399685000.00	ORIGINAL DEBT	X	X	X	X
B									
C									
D									

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds legally defased				
3	Total proceeds of issue	162,678,048.			
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows	162,102,380.			
7	Issuance costs from proceeds	1,135,888.			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds				
11	Other spent proceeds				
12	Other unspent proceeds	16,688.			
13	Year of substantial completion				
14	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No
15	Were the bonds issued as part of an advance refunding issue?	X			
16	Has the final allocation of proceeds been made?	X			
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A	B	C	D	
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	Yes	No	Yes	No
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X			

Part III Private Business Use (Continued)

	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		X
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?								
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								X
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government.	▲	.00	%		%	%	%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government.	▲							
6 Total of lines 4 and 5		2.32	%		%	%	%	%
7 Does the bond issue meet the private security or payment test?								
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X		X		X		X
Part IV Arbitrage								
	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
1 Has the issuer filed Form 8038-T?								
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?								
b Exception to rebate?								
c No rebate due?								
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed.								
3 Is the bond issue a variable rate issue?								
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?								
b Name of provider		X		X		X		X
c Term of hedge								
d Was the hedge superordinated?								
e Was the hedge terminated?								

Part III Private Business Use (Continued)

Page 2

	A	B	C	D
3a Are there any management or service contracts that may result in private business use of bond-financed property?	Yes <input type="checkbox"/> X	No <input type="checkbox"/>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?				
c Are there any research agreements that may result in private business use of bond-financed property?				
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?				
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	<input type="checkbox"/>	%	%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	<input type="checkbox"/>	%	%	%
6 Total of lines 4 and 5	<input type="checkbox"/>	%	%	%
7 Does the bond issue meet the private security or payment test?				
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?	<input type="checkbox"/>	%	%	%
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	<input type="checkbox"/>	%	%	%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?				
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	<input type="checkbox"/>	%	%	%
Part IV Arbitrage				
	A	B	C	D
1 Has the issuer filed Form 8038-T?	Yes <input type="checkbox"/> X	No <input type="checkbox"/>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
2 If "No" to line 1, did the following apply?				
a Rebate not due yet?	<input type="checkbox"/>			
b Exception to rebate?	<input type="checkbox"/>			
c No rebate due?	<input type="checkbox"/>			
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed				
3 Is the bond issue a variable rate issue?				
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?				
b Name of provider				
c Term of hedge				
d Was the hedge superintegrated?				
e Was the hedge terminated?				

	A	B	C	D
	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?	X	X	X	X
b Name of provider	M/A	M/A	M/A	X
c Term of GIC				
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X	X	X	X
6 Were any gross proceeds invested beyond an available temporary period?	X	X	X	X
7 Has the organization established written procedures to monitor the requirements of section 1459?	X	X	X	X
Part V Procedures To Undertake Corrective Action				
	A	B	C	D
	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?				

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

	A	B	C	D
	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?	X			
b Name of provider				
c Term of GIC				
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?				
6 Were any gross proceeds invested beyond an available temporary period?	X			
7 Has the organization established written procedures to monitor the requirements of section 148?	X			

Part V Procedures To Undertake Corrective Action

	A	B	C	D
	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?				

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

SCHEDULE K, PART II, BOND ISSUES:

(A) ISSUER NAME: ATLANTA DEVELOPMENT AUTHORITY (PANTHER PLACE)

(F) DESCRIPTION OF PURPOSE:

ACQUISITION OF FACILITIES FOR ADMINISTRATIVE OFFICES

(A) ISSUER NAME: ALPHARETTA DEVELOPMENT AUTHORITY

(F) DESCRIPTION OF PURPOSE: CONSTRUCTION OF EDUCATIONAL FACILITIES

(A) ISSUER NAME: ATLANTA DEVELOPMENT AUTHORITY (PIEDMONT ELLIS)

(A) ISSUER NAME: DEVELOPMENT AUTHORITY FULTON COUNTY (STUDENT REC CENTER)

(A) ISSUER NAME:

ATLANTA DEVELOPMENT AUTHORITY REFUNDING REVENUE (PIEDMONT ELLIS, LLC)

SCHEDULE K, PART IV, ARBITRAGE, LINE 2C:

(A) ISSUER NAME: ATLANTA DEVELOPMENT AUTHORITY (PANTHER PLACE)

DATE THE REBATE COMPUTATION WAS PERFORMED: 05/29/2013

(A) ISSUER NAME: ATLANTA DEVELOPMENT AUTHORITY (PIEDMONT ELLIS)

DATE THE REBATE COMPUTATION WAS PERFORMED: 09/01/2012

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

GEORGIA STATE UNIVERSITY FOUNDATION

Employer identification number
58-6033185

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1a	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	2	0 .	PROFESSIONAL APPRAIS
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other	X	1	0 .	ESTIMATE OF DONOR
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

0

- 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?
- b If "Yes," describe the arrangement in Part II.
- 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?
- 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
- b If "Yes," describe in Part II.
- 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a		X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 33: PART I, LINE 1 (ART - WORKS OF ART): A ZERO
AMOUNT WAS REPORTED ON FORM 990, PART VIII STATEMENT OF REVENUE, LINE
1G, BECAUSE THE FOUNDATION DID NOT CAPITALIZE THE WORKS OF ART
RECEIVED.

PART I, COLUMN(B): COLUMN (B) REPORTS THE NUMBER OF CONTRIBUTIONS
RECEIVED.

[A large area of the page contains 15 blank horizontal lines for additional responses.]

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

GEORGIA STATE UNIVERSITY FOUNDATION

Employer identification number
58-6033185

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

PRIVATE GIFTS, AND COLLABORATING AND ADVISING ON ACTIVITIES FOR THE
BENEFIT AND ADVANCEMENT OF THE UNIVERSITY.

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

PANTHER REAL ESTATE LLC: ON 06/27/13 THE FOUNDATION PURCHASED THE
BUILDING AND LAND LOCATED NEXT TO CAMPUS AT 55 PARK PLACE, ATLANTA, GA
30303 FOR \$33,572,984.

**FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION PROVIDES THE
FEDERAL FORM 990 TO THE AUDIT COMMITTEE FOR REVIEW. ONCE APPROVED THE 990
IS SENT TO THE FULL BOARD OF TRUSTEES FOR REVIEW AND COMMENTS. IT IS THEN
FILED WITH THE IRS.**

**FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION SENDS CONFLICT OF
INTEREST STATEMENTS TO ALL TRUSTEES, DIRECTORS, AND SIGNIFICANT MEMBERS OF
THE GSU FOUNDATION COMMUNITY TO DISCLOSE ANY POSSIBLE CONFLICTS. THE
NOMINATING & GOVERNANCE COMMITTEE REGULARLY REVIEWS ANY CONFLICTS THAT MAY
ARISE THROUGHOUT THE YEAR ON A CASE BY CASE BASIS.**

**FORM 990, PART VI, SECTION B, LINE 15: ALL COMPENSATION REPORTED ON THE
FORM 990 IS FROM AN UNRELATED ORGANIZATION (GEORGIA STATE UNIVERSITY) FOR
SERVICES RENDERED TO GEORGIA STATE UNIVERSITY. COMPENSATION IS HANDLED
ACCORDING TO GEORGIA STATE UNIVERSITY POLICY AND ALL DECISIONS ARE MADE
THROUGH THE UNIVERSITY PROCESS.**

Name of the organization

GEORGIA STATE UNIVERSITY FOUNDATION

Employer identification number

58-6033185

FORM 990, PART VI, SECTION C, LINE 19: ALL GOVERNING DOCUMENTS AND
POLICIES ARE LOCATED ON THE ORGANIZATION'S WEB SITE FOR PUBLIC REVIEW AT
WWW.GSUFOUNDATION.ORG

FORM 990, PART VI, SECTION B, LINE 11

AUDIT COMMITTEE

THE AUDIT COMMITTEE PROVIDES INDEPENDENT OVERSIGHT WHICH INCLUDES:
SELECTING THE INDEPENDENT AUDITING FIRM FOR THE ANNUAL AUDIT; MEETING
WITH THE AUDITOR PRIOR TO THE AUDIT TO DISCUSS THE SCOPE OF THE AUDIT;
MEETING WITH THE AUDITOR AFTER THE ANNUAL AUDIT TO REVIEW THE AUDITED
CONSOLIDATED FINANCIAL STATEMENTS AND THE MANAGEMENT LETTER; MEETING
WITH THE AUDITOR AFTER THE ANNUAL AUDIT TO REVIEW THE AUDITED
CONSOLIDATED FINANCIAL STATEMENTS AND THE MANAGEMENT LETTER; ENSURING
THAT MANAGEMENT ADDRESSES ANY ISSUES DETERMINED IN THE AUDITOR'S
MANAGEMENT LETTER; RECOMMENDING THE ACCEPTANCE OF THE AUDIT TO THE
EXECUTIVE COMMITTEE AND THE BOARD OF TRUSTEES; EDUCATING TRUSTEES ON
AUDIT ISSUES, RECOMMENDING APPROVAL OF AUDIT FEES; REBIDDING THE
SELECTION OF THE INDEPENDENT AUDIT FIRM EVERY 3 - 5 YEARS; APPROVING
ACCOUNTING POLICIES AND STANDARDS, REVIEWING AND MAKING RECOMMENDATIONS
ON INTERNAL CONTROLS; AND OVERSEEING POLICIES AND PROCEDURES FOR
REPORTING QUESTIONABLE ACCOUNTING OR AUDITING MATTERS.

ADDITIONAL STATEMENT RELATED TO FUNDRAISING ACTIVITY

THE COST OF SERVICES RENDERED BY THE DEVELOPMENT DIVISION OF GEORGIA
STATE UNIVERSITY FOR FUNDRAISING ACTIVITIES ARE BORNE BOTH BY THE
FOUNDATION AND THE UNIVERSITY. THE PORTION OF THE COSTS BORNE BY THE
UNIVERSITY IS NOT INCLUDED IN THE FOUNDATION'S FINANCIAL STATEMENTS, AS

Name of the organization

GEORGIA STATE UNIVERSITY FOUNDATION

Employer identification number

player communication
58-6033185

THESE COSTS WOULD HAVE BEEN INCURRED BY THE UNIVERSITY EVEN IF THE FOUNDATION DID NOT EXIST. THE COST OF THE SERVICES PROVIDED BY THE UNIVERSITY APPROXIMATED \$5,149,172 FOR THE YEAR ENDED JUNE 30, 2013.

- Complete if the organization answered "Yes" to Form 990, Part IV, Line 33, 34, 35, 36, or 37.
- Attach to Form 990.
- See separate instructions.

GEORGIA STATE UNIVERSITY FOUNDATION

卷之三

Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity	
UNIVERSITY LOFTS, LLC - 58-6033185 CONE PARK PLACE, SUITE 533 ATLANTA, GA 30303	STUDENT HOUSING FACILITY FOR THE UNIVERSITY STUDENTS	GEORGIA	3,612,471.	41,737	UNIVERSITY FOUNDATION GEORGIA STATE	
PINEMONT/Ellis, LLC - 58-6033185 CONE PARK PLACE, SUITE 533 ATLANTA, GA 30303	TO ACQUIRE, DEVELOP, OPERATE AND MANAGE REAL PROPERTY FOR STUDENT HOUSING	GEORGIA	20,047,212.	16,363,933	UNIVERSITY FOUNDATION GEORGIA STATE	
RIALTO CENTER, LLC - 58-6033185 CONE PARK PLACE, SUITE 533 ATLANTA, GA 30303	TO PURCHASE AND RENOVATE THE RIALTO THEATER FOR BENEFIT AND USE BY THE	GEORGIA	79,361.	469,750	UNIVERSITY FOUNDATION GEORGIA STATE	
PANTHER PLACE, LLC - 58-6033185 P. O. BOX 4076 ATLANTA, GA 30302	TO PURCHASE THE SUNTRUST BUILD. TO PROVIDE OFFICE & CLASSROOM TO THE UNIV.	GEORGIA	6,658,243.	86,036,762	UNIVERSITY FOUNDATION GEORGIA STATE	
Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)						
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code Section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 514(b) controlled entity?
GEORGIA STATE UNIVERSITY BUILDING FOUNDATION - 58-1598542, P.O. BOX 1963, ATLANTA, GA 30303	LEGAL ENTITY TO HOLD TITLE TO PROPERTY	GEORGIA	501 C(2)		GEORGIA STATE UNIVERSITY FOUNDATION	Yes No X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

SEE PART VII FOR CONTINUATIONS

Part I Continuation of Identification of Disregarded Entities

[a] Name, address, and EIN of disregarded entity	[b] Primary activity	[c] Legal domicile (state or foreign country)	[d] Total income	[e] End-of-year assets	[f] Direct controlling entity
PANTHER FIELDS, LLC - 58-6033185 ONE PARK PLACE, SUITE 513 ATLANTA, GA 30303	TO PROVIDE A PRACTICE FOOTBALL FIELD AND FACILITY USE BY THE UNIVERSITY	GEORGIA	0.	7,605.	GEORGIA STATE UNIVERSITY FOUNDATION
PANTHER LOT, LLC - 58-6033185 ONE PARK PLACE, SUITE 513 ATLANTA, GA 30303	TO ACQUIRE, DEVELOP, OPERATE, AND MANAGE REAL PROPERTY USE BY THE	GEORGIA	71,533.	3,558.	GEORGIA STATE UNIVERSITY FOUNDATION
PANTHER REAL ESTATE LLC - 58-6033185 ONE PARK PLACE, SUITE 513 ATLANTA, GA 30303	TO PURCHASE REAL ESTATE FOR USE OF THE UNIVERSITY	GEORGIA	145,168.	839,078.	GEORGIA STATE UNIVERSITY FOUNDATION

Identification of Related Organizations Taxable as a Partnership

(organizations treated as a partnership during the tax year.)

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the year.)

(a)	Name, address, and EIN of related organization	(b)	Primary activity	(c)	Legal domicile (state or foreign country)	(d)	Direct controlling entity	(e)	Predominant income (related, unrelated, excluded from tax under Section 512-514)	(f)	Share of total income	(g)	Share of end-of-year assets	(h)	Depreciation-allowable allocations?	(i)	Code V-UBI amount in box 20 of Schedule K-1 [Form 1065]	(j)	General or percentage ownership	(k)
-----	--	-----	------------------	-----	---	-----	---------------------------	-----	--	-----	-----------------------	-----	-----------------------------	-----	-------------------------------------	-----	---	-----	---------------------------------	-----

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations during the tax year.)

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

			Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	X	
b	Gift, grant, or capital contribution to related organization(s)	1b	X	
c	Gift, grant, or capital contribution from related organization(s)	1c	X	
d	Loans or loan guarantees to or for related organization(s)	1d	X	
e	Loans or loan guarantees by related organization(s)	1e	X	
f	Dividends from related organization(s)	1f	X	
g	Sale of assets to related organization(s)	1g	X	
h	Purchase of assets from related organization(s)	1h	X	
i	Exchange of assets with related organization(s)	1i	X	
j	Lease of facilities, equipment, or other assets to related organization(s)	1j	X	
k	Lease of facilities, equipment, or other assets from related organization(s)	1k	X	
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l	X	
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m	X	
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X	
o	Sharing of paid employees with related organization(s)	1o	X	
p	Reimbursement paid to related organization(s) for expenses	1p	X	
q	Reimbursement paid by related organization(s) for expenses	1q	X	
r	Other transfer of cash or property to related organization(s)	1r	X	
s	Other transfer of cash or property from related organization(s)	1s	X	
2	If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.			

(a)	(b)	(c)	(d)
Name of other organization	Transaction type (a-s)	Amount involved	Method of determining amount involved
GEORGIA STATE UNIVERSITY BUILDING IN FOUNDATION	E	7,500,000 . CASH	
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

PART I, IDENTIFICATION OF DISREGARDED ENTITIES:NAME OF DISREGARDED ENTITY:RIALTO CENTER, LLCPRIMARY ACTIVITY: TO PURCHASE AND RENOVATE THE RIALTO THEATER FOR BENEFIT
AND USE BY THE UNIV.NAME OF DISREGARDED ENTITY:PANTHER LOT, LLCPRIMARY ACTIVITY: TO ACQUIRE, DEVELOP, OPERATE, AND MANAGE REAL PROPERTY
USE BY THE UNIVERSITY