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

2009

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

For calendar year 2009, or tax year beginning

, and ending

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

Use the IRS label. Name of foundation  
 THE KLAMON FAMILY FOUNDATION, INC.  
 Otherwise, print or type. C/O LAWRENCE KLAMON

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
 2665 DELLWOOD DRIVE

See Specific Instructions. City or town, state, and ZIP code  
 ATLANTA, GA 30305

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

I Fair market value of all assets at end of year  (from Part II, col. (c), line 16) J Accounting method:  Cash  Accrual  
 (from Part II, col. (c), line 16)  Other (specify)   
 ► \$ 1,336,595. (Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses**  
 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		431.	431.		STATEMENT 1
4 Dividends and interest from securities		21,397.	21,397.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<106,646. >			
b Assets on line 6a		186,600.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<1,088. >	<1,088. >		STATEMENT 3
12 Total. Add lines 1 through 11		<85,906. >	20,740.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	3,800.	1,900.		1,900.
c Other professional fees					
17 Interest		110.	110.		0.
18 Taxes	STMT 5	514.	514.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	16,700.	8,353.		8,347.
24 Total operating and administrative expenses. Add lines 13 through 23		21,124.	10,877.		10,247.
25 Contributions, gifts, grants paid		85,223.			85,223.
26 Total expenses and disbursements. Add lines 24 and 25		106,347.	10,877.		95,470.
27 Subtract line 26 from line 12:		<192,253. >			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			9,863.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		234,708.	3,632.	3,632.
	2 Savings and temporary cash investments		5,919.	5,878.	5,878.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	1,106,348.	1,145,212.	1,327,085.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		1,346,975.	1,154,722.	1,336,595.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		1,346,975.	1,154,722.	
	30 Total net assets or fund balances		1,346,975.	1,154,722.	
	31 Total liabilities and net assets/fund balances		1,346,975.	1,154,722.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 1,346,975.
2 Enter amount from Part I, line 27a	2 <192,253.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 1,154,722.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 1,154,722.

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## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES			P	VARIOUS	VARIOUS
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 90,353.		144,821.	<54,468.>		
b 96,247.		148,425.	<52,178.>		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			<54,468.>		
b			<52,178.>		
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<106,646.>	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	54,173.	1,686,233.	.032127
2007	95,800.	2,105,211.	.045506
2006	79,370.	1,917,684.	.041388
2005	82,342.	1,629,577.	.050530
2004	72,663.	1,247,807.	.058233

2 Total of line 1, column (d)

2 .227784

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .045557

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 1,173,713.

5 Multiply line 4 by line 3

5 53,471.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 99.

7 Add lines 5 and 6

7 53,570.

8 Enter qualifying distributions from Part XII, line 4

8 95,470.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	99.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			3	99.
3 Add lines 1 and 2			4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			5	99.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-				
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,360.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	6,360.		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,261.		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►	11	0.		

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	<input checked="" type="checkbox"/>	
c Did the foundation file Form 1120-POL for this year?	1c	<input checked="" type="checkbox"/>	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	<input checked="" type="checkbox"/>	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	<input checked="" type="checkbox"/>	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	<input checked="" type="checkbox"/>	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	4b		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	5	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	6	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>GA</b>	7	<input checked="" type="checkbox"/>	
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	<input checked="" type="checkbox"/>	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	<input checked="" type="checkbox"/>	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	<input checked="" type="checkbox"/>	

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11  X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12  X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13  X

14 The books are in care of ► **LAWRENCE P. KLAMON** Telephone no. ► **404-352-0084**  
Located at ► **2665 DELWOOD DRIVE, ATLANTA, GA** ZIP+4 ► **30305**

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

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

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

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  X  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  X  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  X  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  X  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  X  No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  Yes  X  No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► N/A

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 1c  X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?  Yes  X  No

If "Yes," list the years ► N/A

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b  X

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

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  X  No

b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) 3b  X

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

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b  X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No  
 Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAWRENCE P. KLAMON 2665 DELLWOOD DRIVE ATLANTA, GA 30305	CHAIRMAN 0.10	0.	0.	0.
ANN E. KLAMON 2665 DELLWOOD DRIVE ATLANTA, GA 30305	SECRETARY/TREASURER 0.10	0.	0.	0.

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

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

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

► 0

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

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

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

Total number of others receiving over \$50,000 for professional services ► 0

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total. Add lines 1 through 3</b>	<b>► 0.</b>

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 1,041,986.
b	Average of monthly cash balances	1b 149,601.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 1,191,587.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 1,191,587.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 17,874.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,173,713.
6	Minimum investment return. Enter 5% of line 5	6 58,686.

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

1	Minimum investment return from Part X, line 6	1 58,686.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 99.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 99.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 58,587.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 58,587.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 58,587.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 95,470.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 95,470.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 99.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 95,371.

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

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**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				58,587.
2 Undistributed income, if any, as of the end of 2009			25,155.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 95,470.			25,155.	
a Applied to 2008, but not more than line 2a			25,155.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount			58,587.	
e Remaining amount distributed out of corpus	11,728.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	11,728.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	11,728.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	11,728.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling  
b Check box to indicate whether the foundation is a private operating foundation described in section

b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
	Prior 3 years				(e) Total
	Tax year	(a) 2009	(b) 2008	(c) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

## 1 Information Regarding Foundation Managers:

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

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

**NONE**

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

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

a. The name, address, and telephone number of the person to whom applications should be addressed:

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

### c. Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE STATEMENT 8				
<b>Total</b>			► 3a	<b>85,223.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	<b>0.</b>

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	431.	
4 Dividends and interest from securities			14	21,397.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900099	<1,130.>	14	42.	
8 Gain or (loss) from sales of assets other than inventory			18	<106,646.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<1,130.>		<84,776.>	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		<85,906.>
(See worksheet in line 13 instructions to verify calculations.)					

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



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## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
THROUGH NEUBERGER BERMAN	431.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	431.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 BOARDWALK PIPELINE PARTNERS, LP	105.	0.	105.
THROUGH NEUBERGER BERMAN	21,292.	0.	21,292.
TOTAL TO FM 990-PF, PART I, LN 4	21,397.	0.	21,397.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENTS	42.	42.	
FROM K-1 BOARDWALK PIPELINE PARTNERS, LP	<1,130.>	<1,130.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,088.>	<1,088.>	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,800.	1,900.		1,900.
TO FORM 990-PF, PG 1, LN 16B	3,800.	1,900.		1,900.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	514.	514.		0.
TO FORM 990-PF, PG 1, LN 18	514.	514.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES -				
NEUBERGER	16,634.	8,317.		8,317.
SUNTRUST CHARGES	60.	30.		30.
FROM K-1 BOARDWALK PIPELINE PARTNERS, LP	6.	6.		0.
TO FORM 990-PF, PG 1, LN 23	16,700.	8,353.		8,347.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1900 SHS ANADARKO PETROLEUM CORP	54,629.	118,598.
3700 SHS UNUM GROUP	81,408.	72,224.
1200 SHS OCCIDENTAL PETE CORP	17,619.	97,620.
2700 SHS ORACLE CORP	33,539.	66,231.
6200 SHS XEROX CORP	93,327.	52,452.
1800 SHS LOEWS CORP	91,733.	65,430.
3000 SHS PACKAGING CORP AMER	76,313.	69,030.
300 SHS ROCKWELL AUTOMATION INC	17,497.	14,094.
1800 SHS BOARDWALK PIPELINE PARTNERS LP	31,945.	54,054.
500 SHS DEVON ENERGY CORPORATION NEW	56,738.	36,750.
1100 SHS INTERNATIONAL BUSINESS MACHINES CORP	94,173.	143,990.
1500 SHS NOKIA CORPORATION	42,972.	19,275.
1100 SHS PIONEER NATURAL RESOURCES CO	60,061.	52,987.
1700 SHS UNILEVER N V NEW YORK	40,836.	54,961.
1500 WILLIS GROUP HOLDINGS LTD	36,965.	39,570.
1000 SHS NOKIA CORPORATION	15,029.	12,850.
500 SHS PACKAGING CORP AMERICA	6,160.	11,505.

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700 SHS ACCENTURE PLC IRELAND SHS CL A	21,603.	29,050.
600 SHS AMERICAN ELECTRIC POWER CO INC	17,617.	20,874.
1600 SHS BANK OF AMERICA CORP	22,452.	24,096.
200 SHS BHP BILLITON LTD	12,181.	15,316.
2000 SHS CONSTELLATION BRANDS INC	24,929.	31,860.
400 SHS EQT CORPORATION	15,606.	17,568.
1100 SHS KROGER CO	23,799.	22,583.
400 SHS LABORATORY CORP AMER HLDGS	23,557.	29,936.
300 SHS MCDONALDS CORP	16,456.	18,732.
300 SHS TRANSOCEAN LTD	25,380.	24,840.
1400 SHS TRAVELERS COMPANIES INC	55,189.	69,804.
200 SHS UNILEVER N V NEW YORK	4,213.	6,466.
500 SHS WAL-MART STORES INC	25,029.	26,725.
900 SHS XEROX CORP	6,257.	7,614.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,145,212.	1,327,085.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A MILLION MATTERS, INC 1266 W.PACES FERRY ROAD ATLANTA, GA 30327	NONE SUPPORTING ORGANIZATION-MISC CHARITABLE PURPOSES	PUBLIC CHARITY	1,000.
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET, NW WASHINGTON, DC 20036	NONE SUPPORTING SMALL FOUNDATIONS	PUBLIC CHARITY	990.
ATLANTA BOTANICAL GARDEN INC. 1345 PIEDMONT AVE, NE ATLANTA, GA 30309	NONE CONSERVATION & HABITAT RESTORATION	PUBLIC CHARITY	500.
ATLANTA CHILDREN'S SHELTER 607 PEACHTREE STREET NE ATLANTA, GA 30308	NONE PROVIDING FOR AND SUPPORTING HOMELESS FAMILIES	PUBLIC CHARITY	250.
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E. LOWERY BLVD ATLANTA, GA 30318	NONE COMMUNITY SUPPORT	PUBLIC CHARITY	450.

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ATLANTA HISTORY CENTER 130 WEST PACES FERRY ROAD NW ATLANTA, GA 30305	NONE HISTORICAL SOCIETY	PUBLIC CHARITY	2,250.
ATLANTA-FULTON PUBLIC LIBRARY FOUNDATION 1 MARGARET MITCHELL SQUARE ATLANTA, GA 30303	NONE EDUCATION	PUBLIC CHARITY	500.
CAMP SUNSHINE 1850 CLAIRMONT RD. DECATUR, GA 30033	NONE CHILDREN'S ONCOLOGY	PUBLIC CHARITY	2,000.
EMORY UNIVERSITY 1365 CLIFTON RD. NE ATLANTA, GA 30322	NONE EDUCATION	PUBLIC CHARITY	47,000.
GEORGIA LEGAL SERVICES 104 MARIETTA ST., STE 250 ATLANTA, GA 30303	NONE LEGAL AID	PUBLIC CHARITY	1,000.
GIRLS PREPARATORY SCHOOL 205 ISLAND AVE. CHATTANOOGA, TN 37405	NONE EDUCATION	PUBLIC CHARITY	4,333.
GIRLS, INC 1100 SPRING STREET, NW ATLANTA, GA 30309	NONE INSPIRING GIRLS AND YOUNG WOMEN	PUBLIC CHARITY	200.
HIGH MUSEUM OF ART 1280 PEACHTREE STREET, NE ATLANTA, GA 30309	NONE VISUAL ARTS	PUBLIC CHARITY	300.
HIGHLANDS CASHIERS CHAMBER MUSIC FESTIVAL 1940 HIGHWAY 1075 CASHIERS, NC 28717	NONE HISTORICAL SOCIETY	PUBLIC CHARITY	500.
HIGHLANDS COMMUNITY CHILD DEVELOPMENT CENTER 88 CHURCH STREET HIGHLANDS, NC 28741	NONE CHILD DEVELOPMENT	PUBLIC CHARITY	300.

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JACKSON-MACON CONSERVATION ALLIANCE 348 SOUTH FIFTH STREET HIGHLANDS, NC 28741	NONE LAND CONSERVATION	PUBLIC CHARITY	200.
MICHAEL CARLOS MUSEUM 571 S. KILGORE ST. ATLANTA, GA 30303	NONE FINE ARTS	PUBLIC CHARITY	1,000.
MUSEUM OF CONTEMPORARY ART 220 EAST CHICAGO AVENUE CHICAGO, IL 60611	NONE VISUAL ARTS	PUBLIC CHARITY	700.
PARK PRIDE 233 PEACHTREE STREET, SUITE 1600 ATLANTA, GA 30303	NONE LAND CONSERVATION	PUBLIC CHARITY	100.
PIEDMONT HOSPITAL FOUNDATION 1968 PEACHTREE STREET ATLANTA, GA 30309	NONE HEALTHCARE	PUBLIC CHARITY	10,000.
PIEDMONT PARK CONSERVANCY P.O. BOX 7795 ATLANTA, GA 30357	NONE LAND CONSERVATION	PUBLIC CHARITY	1,000.
THE GRANT FOUNDATION 570 LEXINGTON AVENUE, 18TH FLOOR NEW YORK, NY 10022	NONE SUPPORTING RESEARCH TO IMPROVE THE LIVES OF YOUNG PEOPLE	PUBLIC CHARITY	500.
UNITED WAY 100 EDGEWOOD AVE, NE ATLANTA, GA 30303	NONE HEALTH & HUMAN SERVICES	PUBLIC CHARITY	3,000.
WASHINGTON UNIVERSITY 900 WALNUT ST. ST LOUIS, MO 63101	NONE EDUCATION	PUBLIC CHARITY	1,000.
WOODWARD ACADEMY 1662 RUGBY AVE. ATLANTA, GA 30337	NONE EDUCATION	PUBLIC CHARITY	5,000.

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YALE UNIVERSITY LAW SCHOOL  
189 ELM ST. NEW HAVEN, CT 06511

NONE  
EDUCATION

PUBLIC  
CHARITY

1,000.

YOUNG AUDIENCES  
1280 PEACHTREE ST., NE ATLANTA,  
GA 30309

NONE  
SUPPORTING  
ARTS-IN-EDUCATION  
SERVICES

PUBLIC  
CHARITY

150.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

85,223.