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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

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. Otherwise, print or type. See Specific Instructions	Name of foundation THE BILLI MARCUS FOUNDATION, INC.		A Employer identification number 58-2396542
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
	1266 W PACES FERRY RD	615	404-240-7700
	City or town, state, and ZIP code ATLANTA, GA 30327		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,903,637. (Part I, column (d) must be on cash basis.)		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	

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	0.			
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	38,827.	38,827.		STATEMENT 1
4 Dividends and interest from securities	146,833.	146,756.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<25,590.>			
b Gross sales price for all assets on line 6a	848,368.			
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	160.	160.	0.	STATEMENT 3
12 Total. Add lines 1 through 11	160,230.	185,743.	0.	
13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes	1,708.	130.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	23,613.	23,480.	0.	130.
24 Total operating and administrative expenses. Add lines 13 through 23	25,321.	23,610.	0.	130.
25 Contributions, gifts, grants paid	326,015.			326,015.
26 Total expenses and disbursements. Add lines 24 and 25	351,336.	23,610.	0.	326,145.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<191,106.>			
b Net investment income (if negative, enter -0-)		162,133.		
c Adjusted net income (if negative, enter -0-)			0.	

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				
	2	Savings and temporary cash investments		687,082.	390,289.	390,289.
	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		3,478,096.	4,414,221.	4,414,221.
	c	Investments - corporate bonds STMT 8		679,467.	1,053,826.	1,053,826.
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		1,146,444.	1,045,270.	1,045,270.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)		0.	31.	31.	
16	Total assets (to be completed by all filers)		5,991,089.	6,903,637.	6,903,637.	
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 ▶ ☐					
	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 ▶ ☒					
	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		5,991,089.	6,903,637.	
30	Total net assets or fund balances		5,991,089.	6,903,637.		
31	Total liabilities and net assets/fund balances		5,991,089.	6,903,637.		

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	5,991,089.
2	Enter amount from Part I, line 27a	2	<191,106.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,103,654.
4	Add lines 1, 2, and 3	4	6,903,637.
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	6,903,637.

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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 STOCK		VARIOUS	VARIOUS
b	PUBLICLY TRADED STOCK		VARIOUS	VARIOUS
c	FROM K-1 WP X ACCESS FUND, LLC		VARIOUS	VARIOUS
d	FROM K-1 WP X ACCESS FUND, LLC		VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

(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 450,626.		432,384.	18,242.
b 397,687.		438,217.	<40,530.>
c 53.			53.
d		3,357.	<3,357.>
e 2.			2.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			18,242.
b			<40,530.>
c			53.
d			<3,357.>
e			2.

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	<25,590.>
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	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			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	3,243.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,243.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,243.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,080.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	500.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,580.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	1,337.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 1,337. Refunded ☐ 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>GA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► FREDERICK S. SLAGLE Telephone no. ► 404-240-7700
 Located at ► 1266 W PACES FERRY RD 615, ATLANTA, GA ZIP+4 ► 30327

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.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	<u>N/A</u>	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 ☐ No	
If "Yes," list the years ► <u>2008</u> , <u>2007</u>		
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.)		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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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)	<u>N/A</u>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

5b

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

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

If "Yes" to 6b, file Form 8870.

X

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

☐ Yes ☒ No

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

N/A

7b

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
BILLI MARCUS	CHAIRPERSON			
1266 W PACES FERRY RD # 615				
ATLANTA, GA 30327	0.00	0.	0.	0.
FREDERICK S SLAGLE	SECRETARY/TREASURER			
1266 W PACES FERRY RD # 615				
ATLANTA, GA 30327	0.00	0.	0.	0.
CAROLYN PALLER	DIRECTOR			
1266 W PACES FERRY RD # 615				
ATLANTA, GA 30327	0.00	0.	0.	0.
JASON SMITH	DIRECTOR			
1266 W PACES FERRY RD # 615				
ATLANTA, GA 30327	0.00	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 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	5,683,793.
b	Average of monthly cash balances	1b	601,887.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,285,680.
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	6,285,680.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,285.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,191,395.
6	Minimum investment return. Enter 5% of line 5	6	309,570.

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	309,570.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,243.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,243.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	306,327.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	306,327.
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	306,327.

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	326,145.
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	326,145.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	326,145.

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				306,327.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			333,178.	
b Total for prior years:				
2007, _____, _____		151.		
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: ► \$ 326,145.				
a Applied to 2008, but not more than line 2a			326,145.	
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				0.
e Remaining amount distributed out of corpus	0.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		151.		
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		151.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			7,033.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				306,327.
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	0.			
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				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED LIST				326,015.
Total				326,015.
b Approved for future payment				
NONE				
Total				0.

THE BILLI MARCUS FOUNDATION INC.
990 PF Attachment
For the Year Ending December 31, 2009
EIN: 58-2966542

Part XV, Line 3a. Grants and Contributions paid during the year

Name of Charitable Organization	Address	City	State	Zip Code	Status of Recipient	Purpose of Grant	Amount	Reference #	Date
Alzheimer's Association	1925 Century Blvd., Suite 10	Atlanta	GA	30345	Public Charity	General Operations	200	373	11/6/2009
American Institute for Cancer Research	1759 R Street, NW	Washington	DC	20009	Public Charity	General Operations	250	376	11/10/2009
American Friends of Magen David Adom	2100 E Hallandale Beach Blvd., Suite 205	Hallandale	FL	33009	Public Charity	Gift of Life	1,000	288	3/20/2009
American Friends of Magen David Adom	2100 E Hallandale Beach Blvd., Suite 205	Hallandale	FL	33009	Public Charity	General Operations	2,500	394	12/23/2009
American Heart Association	1101 Northchase Parkway, Suite 1	Marinetta	GA	30067	Public Charity	General Operations	200	335	9/12/2009
American Jewish Committee	165 E 56 Street	New York	NY	10022	Public Charity	General Operations	5,000	285	3/24/2009
American Jewish Committee	165 E 56 Street	New York	NY	10022	Public Charity	2009 Atlanta Jewish Film Festival	5,000	344	9/16/2009
American Jewish World Service	45 West 36th Street	New York	NY	10018	Public Charity	General Operations	200	286	3/9/2009
American Kidney Foundation	6110 Executive Blvd., Suite 1010	Rockville	MD	20852	Public Charity	General Operations	200	340	9/12/2009
American Lung Association	75 Maiden Lane, Suite 603	New York	NY	10038	Public Charity	General Operations	200	339	9/12/2009
Arthritis Foundation - Georgia Chapter	2701 N. Australian Avenue	West Palm Beach	FL	33407	Public Charity	General Operations	200	395	12/27/2009
Atlanta Community Food Bank	2970 Peachtree Road, NW Suite 200	Atlanta	GA	30305	Public Charity	General Operations	225	302	5/22/2009
Atlanta Group Homes	732 Joseph E. Lowery Blvd	Atlanta	GA	30318	Public Charity	Atlanta & N GA	200	377	11/4/2009
Atlanta Union Mission	3160 Howell Mill Road, NW	Atlanta	GA	30327	Public Charity	General Operations	1,000	384	12/15/2009
Auditory Verbal Center, Inc	PO Box 1807	Atlanta	GA	30301	Public Charity	General Operations	300	347	9/16/2009
Autism Society of America	1901 Century Blvd, Suite 20	Atlanta	GA	30345	Public Charity	General Operations	5,000	370	10/21/2009
Booth Western Art Museum	PO Box 3703	Suwanee	GA	30024	Public Charity	General Operations	1,000	294	3/31/2009
Boys & Girls Clubs of Metro Atlanta	PO Box 3070	Cartersville	GA	30120	Public Charity	American Heritage	1,000	362	10/14/2009
Breast Cancer 3 Day	100 Edgewood Avenue	Atlanta	GA	30303	Public Charity	Program Support	500	300	5/1/2009
Brevard Music Center	165 Township Line Road	Jenkintown	PA	19046	Public Charity	Susan G. Komen for the Cure	300	325	8/3/2009
Brevard Rescue Squad	PO Box 312	Brevard	NC	28712	Public Charity	Scholarship Program	500	332	8/28/2009
The Bridge	PO Box 562	Atlanta	GA	30318	Public Charity	General Operations	200	274	2/23/2009
Camp Sunshine	1559 Johnson Ferry Road, NW	Atlanta	GA	30318	Public Charity	General Operations	10,000	356	10/7/2009
Camp Twin Lakes	600 Means Street Suite 100	Atlanta	GA	30318	Public Charity	General Operations	1,000	380	11/25/2009
Cashiers-Glenville Volunteer Fire Department	PO Box 1978	Cashiers	NC	28717	Public Charity	Summer Program Support	100	276	2/5/2009
Community Foundation of Western NC	PO Box 1888, Suite 1600	Ashville	NC	28902	Public Charity	Glenville Volunteer Fire Dept	500	309	6/17/2009
Cashiers Historical Society	PO Box 104	Cashiers	NC	28717	Public Charity	Cashiers Community Fund	500	310	6/11/2009
Children's Wish Foundation	8615 Roswell Road	Atlanta	GA	30350	Public Charity	Cashiers Designer Showhouse	300	317	6/19/2009
Coalition to Salute America's Heroes	100 Broadway Street	Ossining	NY	10562	Public Charity	General Operations	300	345	9/16/2009
Cohen Home, The	10485 Jones Bridge Road	Alpharetta	GA	30022	Public Charity	Emergency Assistance	200	315	6/19/2009
Compassion International	12290 Voyager Parkway	Colorado Springs	CO	80921	Public Charity	General Operations	1,000	320	7/2/2009
Covenant House	733 Breakers Ave	Ft. Lauderdale	FL	33304	Public Charity	General Operations	500	399	12/28/2009
Crohn's & Colitis Foundation of America	2250 North Druid Hills Road, Suite 250	Atlanta	GA	30329	Public Charity	General Operations	500	273	1/30/2009
Cure Childhood Cancer	1835 Savory Drive	Atlanta	GA	30341	Public Charity	General Operations	1,000	272	2/12/2009
Davis Academy	8105 Roberts Drive	Atlanta	GA	30350	Public Charity	Annual Campaign	1,000	307	5/26/2009
Devereux Georgia Treatment Network	P O Box 1688	Kennesaw	GA	30156	Public Charity	General Operations	2,000	290	4/1/2009
Diabetes Research Institute Foundation	200 S. Park Road Suite 100	Hollywood	FL	33021	Public Charity	Discovery Program	18,000	369	10/28/2009
Duan Fossey Gorilla Fund International	800 Cherokee Avenue, SE	Atlanta	GA	30315	Public Charity	General Operations	200	363	10/15/2009
Doctors Without Borders	333 Seventh Avenue, 2nd Floor	New York	NY	10001	Public Charity	General Operations	1,000	342	9/12/2009
Dream House for Medically Fragile Children	PO Box 1562	Snellville	GA	30078	Public Charity	General Operations	200	304	5/19/2009
						Medically Fragile Children	500	306	5/29/2009

Attachment 1/4

THE BILLI MARCUS FOUNDATION INC.
990 PF Attachment
For the Year Ending December 31, 2009
EIN: 59-2396542

Part XV, Line 3a. Grants and Contributions paid during the year

Name of Charitable Organization	Address	City	State	Zip Code	Status of Recipient	Purpose of Grant	Amount	Reference #	Date
East Lake Foundation	2600 Alston Drive, SE	Atlanta	GA		30317 Public Charity	Charlie Yates Memorial	500	299	6/9/2009
Empty Stocking Fund, The	PO Box 77736	Atlanta	GA		30357 Public Charity	2009 Campaign	220	360	10/13/2009
Enable of Georgia Foundation Inc.	1200 Old Ellis Road	Roswell	GA		30076 Public Charity	General Operations	200	367	10/16/2009
Epilepsy Foundation	8301 Professional Place	Landover	MD		20785 Public Charity	General Operations	300	350	9/16/2009
Feminist Women's Health Center	1924 Clifton Valley Way	Atlanta	GA		30329 Public Charity	General Operations	3,000	389	12/23/2009
Firefighters Charitable Foundation	1 West Street	Farmingdale	NY		11753 Public Charity	2009 Campaign	100	278	2/20/2009
The First Tee	425 South Legacy Trail	St. Augustine	FL		32092 Public Charity	General Operations	1,000	351	9/16/2009
Florida Association of State Trooper	2061-1 Della Way	Tallahassee	FL		32303 Public Charity	General Operations	100	271	12/1/2009
Florida Sheriffs Youth Ranches	PO Box 2000	Boya Ranch	FL		32064 Public Charity	Preventing Juvenile Delinquency	200	396	12/23/2009
Flying Doctors of America	PO Box 923563	Norcross	GA		30092 Public Charity	Medical Missions	1,000	298	6/1/2009
Focus and Kool Kids Foundation	3050 Presidential	Atlanta	GA		30340 Public Charity	Program Support	350	293	4/8/2009
Folds of Honor Foundation	7030 S. Yale Avenue	Tulsa	OK		74135 Public Charity	Scholarship Program	500	333	8/28/2009
Friends of the Israel Defense Forces	PO Box 80126	Atlanta	GA		30366 Public Charity	General Operations	2,000	287	3/20/2009
GA Center for Child Advocacy	PO Box 17770	Atlanta	GA		30316 Public Charity	Cheer for Children	500	364	10/15/2009
GA Sheriffs Association	PO Box 1000	Stockbridge	GA		30281 Public Charity	General Operations	100	289	3/27/2009
GA State Golf Foundation	121 Village Parkway	Manetta	GA		30069 Public Charity	Yates Scholarship	25,000	313	6/1/2009
Gemata Shelter, Inc.	PO Box 54840	Atlanta	GA		30308 Public Charity	A New Life	500	296	4/23/2009
Gemata Shelter, Inc.	PO Box 54840	Atlanta	GA		30308 Public Charity	A New Life	4,500	374	11/20/2009
Habitat for Humanity Foundation 1000, Atlanta	519 Memorial Drive, SE	Atlanta	GA		30312 Public Charity	General Operations	1,000	365	10/14/2009
Hands on Tzedakah	2255 Glades Road, Suite 324A	Boca Raton	FL		33431 Public Charity	General Operations	12,000	354	10/15/2009
Heaven, The	21441 Boca Rio Road	Boca Raton	FL		33433 Public Charity	General Operations	200	305	5/28/2009
Healing Hooves, Inc.	2335 Broadleigh Way	Atlanta	GA		30338 Public Charity	General Operations	1,000	392	12/23/2009
Help Hospitalized Veterans	36585 Penfield Land	Worcester	CA		92596 Public Charity	General Operations	200	348	9/16/2009
Hospice Atlanta	6610 Bay Circle, Suite C	Norcross	GA		30071 Public Charity	Visiting Nurse Hospice	1,000	330	8/26/2009
Hospice Atlanta	6610 Bay Circle, Suite C	Norcross	GA		30071 Public Charity	Visiting Nurse Hospice	3,000	391	12/23/2009
Humane Society, The	2100 L Street, NW	Washington	DC		20037 Public Charity	Animal Rescue Team	300	358	10/23/2009
Jan's Friend Foundation	855 Marcellus Drive	Atlanta	GA		30327 Public Charity	General Operations	1,000	328	8/11/2009
Israel Guide Dog Center for the Blind	855 Marcellus Drive	Atlanta	GA		30327 Public Charity	General Operations	24,000	368	11/13/2009
Jack & Jill Late Stage Cancer Foundation	732 S Settlers Circle	Warrington	PA		18976 Public Charity	General Operations	3,000	353	10/5/2009
Jewish Family & Career Services	3282 Northside Parkway	Atlanta	GA		30327 Public Charity	General Operations	7,000	301	5/20/2009
Jewish Family & Career Services	4549 Chamblee Dunwoody Road	Atlanta	GA		30338 Public Charity	General Operations	25,000	280	2/18/2009
Jewish Federation of Greater Atlanta	1440 Spring Street, NW	Atlanta	GA		30338 Public Charity	General Operations	2,000	393	12/23/2009
Jewish Federation of South Palm Beach County	9901 Donna Klein Blvd	Atlanta	GA		30309 Public Charity	General Operations	30,000	359	10/13/2009
Jewish Healthcare International	1440 Spring Street, NW	Boca Raton	FL		33428 Public Charity	General Operations	8,000	295	4/15/2009
Kantine Kingdom	PO Box 2183	Atlanta	GA		30309 Public Charity	Annual Campaign	1,000	322	7/1/2009
Law Enforcement Legal Defense	1611 North Kent Street, Suite 901	Brevard	NC		28712 Public Charity	General Operations	200	387	12/18/2009
Law Enforcement Legal Defense	1611 North Kent Street, Suite 901	Arlington	VA		22209 Public Charity	General Operations	200	279	2/20/2009
Lakotek of Georgia	1955 Cliff Valley Way, Suite 102	Arlington	VA		22209 Public Charity	General Operations	200	323	7/22/2009
Levi's Jewish Community Center	9801 Donna Klein Blvd	Atlanta	GA		30329 Public Charity	General Operations	3,000	390	12/18/2009
Lymphoma Research Foundation	111 Broadway, 19th Floor	Boca Raton	FL		33428 Public Charity	General Operations	3,600	386	12/21/2009
		New York	NY		10006 Public Charity	General Operations	5,000	355	10/1/2009

THE BILLI MARCUS FOUNDATION INC.
990 PF Attachment
For the Year Ending December 31, 2009
EIN: 58-2396542

Part XV- Line 3a. Grants and Contributions paid during the year

Name of Charitable Organization	Address	City	State	Zip Code	Status of Recipient	Purpose of Grant	Amount	Reference #	Date
Lymphoma Research Foundation	111 Broadway, 19th Floor	New York	NY		Public Charity	General Operations	1,000	383	12/2/2009
Boca Raton Community Hospital	745 Meadows Road	Boca Raton	FL	33466	Public Charity	Women's Health & Wellness	10,500	269	1/8/2009
Make a Wish Foundation	1230 Johnson Ferry Road	Marinette	GA	30068	Public Charity	General Operations	200	381	11/25/2009
March of Dimes	PO Box 6708	Lake Worth	FL	33466	Public Charity	General Operations	200	379	11/17/2009
Marcus Autism Center	1920 Briarcliff Road NE	Atlanta	GA	30329	Public Charity	Marcus Hospitality Cottage	1,000	324	8/14/2009
Marcus Jewish Community Center	5342 Tilly Mill Road	Atlanta	GA	30338	Public Charity	Camp Billi Marcus	25,000	308	5/29/2009
Memorial Sloan Kettering Cancer Center	1275 York Avenue	New York	NY	10065	Public Charity	General Operations	200	346	9/16/2009
Metro Atlanta YMCA	100 Edgewood Avenue, Suite 100	Atlanta	GA	30308	Public Charity	General Operations	1,000	331	8/26/2009
My House - Emory University	P O Box 55127	Atlanta	GA	30308	Public Charity	General Operations	1,000	378	11/20/2009
National Federation of the Blind	1800 Johnston Street	Baltimore	MD	21240	Public Charity	General Operations	200	311	6/17/2009
National Council of Jewish Women	53 West 23rd Street, 6th Floor	New York	NY	10010	Public Charity	General Operations	1,000	275	2/5/2009
National Law Enforcement - Officer	400 7th Street NW	Washington	DC	20004	Public Charity	General Operations	100	270	1/26/2009
National Multiple Sclerosis Society	3201 W Commercial Blvd, Suite 127	Fort Lauderdale	FL	33309	Public Charity	General Operations	200	349	9/16/2009
National Police & Trooper	1549 Rungling Blvd, Suite 600	Sarasota	FL	34236	Public Charity	General Operations	100	385	12/17/2009
Noah's Ark	712 LG-Griffin Road	Locust Grove	GA	30248-4317	Public Charity	General Operations	200	357	10/9/2009
ORT America	220 Century Parkway, Suite 550	Atlanta	GA	30345	Public Charity	Atlanta Scholarship	5,000	366	10/29/2009
Paralyzed Veterans of America	801 Eighteenth Street, NW	Washington	DC	20006	Public Charity	General Operations	200	283	3/6/2009
Paralyzed Veterans of America	801 Eighteenth Street, NW	Washington	DC	20006	Public Charity	General Operations	200	338	9/12/2009
Parkinson's Research Foundation	420 Beach Road Suite 701	Sarasota	FL	34242	Public Charity	General Operations	200	282	3/9/2009
Police Protective Fund	1114 W 7th St	Austin	TX	78703	Public Charity	General Operations	100	337	8/12/2009
Rainbow Village	400 Holcomb Bridge Road	Norcross	GA	30071	Public Charity	General Operations	500	292	4/8/2009
Rally for the Cure	500 Atlanta Country Club Drive, SE	Marinette	GA	30067	Public Charity	Susan G. Komen for the Cure	500	297	7/1/2009
Ronald McDonald House Charities	4710 Waters Avenue	Savannah	GA	31404	Public Charity	General Operations	200	303	5/21/2009
Ruth Rater Jewish Family Service of South Palm Beach	21300 Ruth & Barton Coleman Blvd	Boca Raton	FL	33458	Public Charity	General Operations	500	319	6/24/2009
Schenck School	282 Mt. Paran Road, NW	Atlanta	GA	30327	Public Charity	Annual Campaign	500	382	12/7/2009
Senior Citizens Services	1705 Commerce Drive NW	Atlanta	GA	30318	Public Charity	Meals on Wheels	1,000	284	3/13/2009
Share Our Strength	1730 M Street, NW, Suite 700	Washington	DC	20036	Public Charity	Give me Five Event	2,500	314	6/22/2009
Shepherd Center Foundation	2020 Peachtree Road, NW	Atlanta	GA	30309	Public Charity	General Operations	5,000	343	9/12/2009
Smile Train, The	41 Madison Avenue, 28th Floor	New York	NY	10010	Public Charity	General Operations	200	341	9/12/2009
SOS Children's Villages	3681 Northwest 59th Place	Coconut Creek	FL	33073	Public Charity	General Operations	2,000	316	6/23/2009
Special Olympics GA	P O Box 96002	Washington	DC	20090	Public Charity	General Operations	4,000	312	6/10/2009
Temple KOL Emeth	1415 Old Canton Road	Marinette	GA	30062	Public Charity	General Operations	1,000	281	2/18/2009
Temple, The	1589 Peachtree St, NE	Atlanta	GA	30309	Public Charity	General Operations	100	375	11/6/2009
Temple, The	1589 Peachtree St, NE	Atlanta	GA	30309	Public Charity	General Operations	100	388	12/24/2009
Therapists, Inc.	5700 Griffin Road, #120	Davie	FL	33314	Public Charity	General Operations	200	352	10/27/2009
Toys for Tots	4108 Park Road, Suite 406	Charlotte	NC	28209	Public Charity	Tomorrow's Smiles Program	5,000	361	10/17/2009
Transylvania Regional Hospital Foundation	PO Box 227	Quantico	VA	22134	Public Charity	General Operations	200	336	9/12/2009
Transylvania County VIM Free Clinic	153 W Jordan Street	Brevard	NC	28712	Public Charity	Brevard Cancer and Infusion Center	200	329	8/27/2009
UNICEF	PO Box 1135	Brevard	NC	28712	Public Charity	General Operations	200	326	8/5/2009
United Mitochondrial Disease	125 Maiden Lane	New York	NY	10038	Public Charity	General Operations	200	337	9/12/2009
	8085 Saltzberg Rd, Suite 201	Pittsburgh	PA	15239	Public Charity	General Operations	500	321	6/30/2009

Attachment 3/4

THE BILLI MARCUS FOUNDATION INC.
990 PF Attachment
For the Year Ending December 31, 2009
EIN: 58-2396542

Part XV. Line 3a. Grants and Contributions paid during the year

Name of Charitable Organization	Address	City	State	Zip Code	Status of Recipient	Purpose of Grant	Amount	Reference #	Date
United Way of Transylvania	PO Box 53	Brevard	NC	28712	Public Charity	General Operations	200	397	12/28/2009
United States Olympic Committee	1 Olympic Plaza	Colorado Springs	CO	80909	Public Charity	General Operations	930	277	2/5/2009
USO	6000 N Terminal Parkway, Suite 320	Atlanta	GA	30320	Public Charity	General Operations	240	318	6/25/2009
USO	6000 N Terminal Parkway, Suite 320	Atlanta	GA	30320	Public Charity	General Operations	500	371	10/22/2009
Weinstein Hospice	5150 Howell Mill Road, NW	Atlanta	GA	30327	Public Charity	General Operations	10,000	372	10/30/2009
Western Carolina University	92 Catamount Road	Cullowhee	NC	28723	Public Charity	Golf Program	500	334	8/31/2009
William Brennan Jewish Home	3150 Howell Mill Road, NW	Atlanta	GA	30327	Public Charity	2009 Fall Gala	5,000	291	4/1/2009
TOTAL							376,015		

Attachment 4/4

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

SOURCE	AMOUNT
FROM K-1 WP X ACCESS FUND, LLC	467.
UBS FINANCIAL SERVICES	38,360.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	38,827.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 WP X ACCESS FUND, LLC	895.	0.	895.
UBS FINANCIAL SERVICES	145,940.	2.	145,938.
TOTAL TO FM 990-PF, PART I, LN 4	146,835.	2.	146,833.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 WP X ACCESS FUND, LLC	160.	160.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	160.	160.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	130.	130.	0.	0.
FEDERAL EXCISE TAXES	1,578.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,708.	130.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	23,480.	23,480.	0.	0.
DUES AND SUBSCRIPTIONS	70.	0.	0.	70.
REGISTRATION FEES	60.	0.	0.	60.
NON-DEDUCTIBLE EXPENSES FROM K-1 WP X ACCESS FUND, LLC	3.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	23,613.	23,480.	0.	130.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION OF MARKETABLE SECURITIES	1,103,654.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,103,654.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
133,700 SHARES HOME DEPOT STOCK	3,815,988.	3,815,988.
STOCK HELD IN UBS	598,233.	598,233.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,414,221.	4,414,221.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS #07487	1,053,826.	1,053,826.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,053,826.	1,053,826.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS #07487	FMV	1,045,270.	1,045,270.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,045,270.	1,045,270.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	0.	31.	31.
TO FORM 990-PF, PART II, LINE 15	0.	31.	31.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	THE BILLI MARCUS FOUNDATION, INC.	58-2396542
	Number, street, and room or suite no. If a P.O. box, see instructions. 1266 W PACES FERRY RD, NO. 615	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30327	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

FREDERICK S. SLAGLE

- The books are in the care of ▶ 1266 W PACES FERRY RD 615 - ATLANTA, GA 30327

Telephone No. ▶ 404-240-7700

FAX No. ▶

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

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year **2009** or
- ▶ ☐ tax year beginning _____, and ending _____.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,580.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	4,080.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	500.

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

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

Form 8868 (Rev. 4-2009)

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	THE BILLI MARCUS FOUNDATION, INC.	58-2396542
	Number, street, and room or suite no. If a P.O. box, see instructions. 1266 W PACES FERRY RD, NO. 615	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30327	

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

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

FREDERICK S. SLAGLE

- The books are in the care of **1266 W PACES FERRY RD 615 - ATLANTA, GA 30327**
 Telephone No. **404-240-7700** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**.
- 5 For calendar year **2009**, or other tax year beginning _____, and ending _____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	4,580.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	6,158.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature **John R. Brown, CPA** Title **CPA**

Date **8/11/10**

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