Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: ABRAHAM J. & PHYLLIS KATZ FOUNDATION

A Employer identification number: 11-6442077

Number and street (or P O box number if mail is not delivered to street address): 57 AMLAJACK BLVD.

Room/suite

B Telephone number (see page 10 of the instructions): (770) 304-3035

City or town, state, and ZIP code: SHENANDOAH, GA 30265-1093

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 ▶ [ ]

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 ▶ [ ]

H Check type of organization: [X] 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) ▶ $ 65,206,847.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________
(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) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,511.	5,511.	5,511.	
	4 Dividends and interest from securities	2,769,443.	2,339,903.	2,769,443.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-620,096.			
	b Gross sales price for all assets on line 6a 16,206,169.				
	7 Capital gain net income (from Part IV, line 2)		353,215.		
	8 Net short-term capital gain			479.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	28,630.	28,630.	28,630.	ATCH 1
	12 **Total.** Add lines 1 through 11	2,183,488.	2,727,259.	2,804,063.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	12,746.	6,373.	6,373.	6,373.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	125,068.	66,150.	66,150.	58,918.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	3,681.	3,681.	3,681.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	12,093.			12,093.
	23 Other expenses (attach schedule) ATCH 5	2,442.	846.	846.	1,596.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	156,030.	77,050.	77,050.	78,980.
	25 Contributions, gifts, grants paid	2,827,875.			2,827,875.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,983,905.	77,050.	77,050.	2,906,855.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-800,417.			
	b **Net investment income** (if negative, enter -0-)		2,650,209.		
	c **Adjusted net income** (if negative, enter -0-)			2,727,013.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	9,492,033.	11,108,157.	11,108,157.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) **	10,913,254.	10,084,514.	10,254,663.
b	Investments - corporate stock (attach schedule) ATCH 7	18,073,881.	11,193,807.	12,167,872.
c	Investments - corporate bonds (attach schedule) ATCH 8	23,018,547.	28,310,820.	30,226,155.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 9)	1,751,250.	1,450,000.	1,450,000.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	63,248,965.	62,147,298.	65,206,847.
17	Accounts payable and accrued expenses			
18	Grants payable	1,751,250.	1,450,000.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	1,751,250.	1,450,000.	
	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. ▶ X			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	61,497,715.	60,697,298.	
30	Total net assets or fund balances (see page 17 of the instructions)	61,497,715.	60,697,298.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	63,248,965.	62,147,298.	

(Side labels: Assets — lines 1–16; Liabilities — lines 17–23; Net Assets or Fund Balances — lines 24–31)

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	61,497,715.
2	Enter amount from Part I, line 27a	2	-800,417.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	60,697,298.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	60,697,298.

**ATCH 6

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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				
b				
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	353,215.
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	479.

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	2,771,075.	52,345,075.	0.052939
2008	3,647,339.	45,684,487.	0.079838
2007	2,188,688.	14,896,563.	0.146926
2006	454,383.	12,784,218.	0.035542
2005	372,052.	6,564,138.	0.056679

2 **Total** of line 1, column (d)	2	0.371924
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	0.074385
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	61,722,043.
5 Multiply line 4 by line 3	5	4,591,194.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,502.
7 Add lines 5 and 6	7	4,617,696.
8 Enter qualifying distributions from Part XII, line 4	8	2,906,855.

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 on page 18

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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	53,004.
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	
3	Add lines 1 and 2	3	53,004.
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	53,004.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 9,286.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	9,286.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	691.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	44,409.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be. **Credited to 2011 estimated tax** ▶ 0. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY,			
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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 ▶ ALEXANDER S. KATZ Telephone no ▶ 770-304-3035
Located at ▶ 57 AMLAJACK BLVD SHENANDOAH, GA ZIP + 4 ▶ 30265-1093

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			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 22 of the instructions)?	1b	N/A	
	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the 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 ▶ ____, ____, ____, ____			
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 2010 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 2010)*	3b	N/A	
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 2010?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☒ Yes ☐ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . . . ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		X
	Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**	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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 . . . . . . ▶

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 11		125,068.
Total number of others receiving over $50,000 for professional services ▶		NONE

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 THE FOUNDATION SUPPORTS YOUNG MUSICIANS BOTH IN PERFORMANCE AND COMPOSITION, AND GIVES THEM THE OPPORTUNITY TO PERFORM BEFORE MUSICALLY KNOWLEDGEABLE AUDIENCES.	280,000.
2 THE FOUNDATION SUPPORTS SCIENTIFIC AND MEDICAL RESEARCH, MAKES GRANTS TO RESEARCHERS IN ACCORDANCE WITH APPROVED PROCEDURES.	2,170,000.
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	54,004,828.
b	Average of monthly cash balances	1b	8,657,145.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	62,661,973.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	62,661,973.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	939,930.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	61,722,043.
6	**Minimum investment return.** Enter 5% of line 5	6	3,086,102.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part)

1	Minimum investment return from Part X, line 6			1	
2a	Tax on investment income for 2010 from Part VI, line 5	2a			
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	
3	Distributable amount before adjustments Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	

Part XII **Qualifying Distributions** (see page 25 of the 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	2,906,855.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,906,855.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,906,855.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20 08 ,20 07 ,20 06		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006 0.				
c From 2007 0.				
d From 2008 0.				
e From 2009 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 page 27 of the instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007 0.				
c Excess from 2008 0.				
d Excess from 2009 0.				
e Excess from 2010 0.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	2,727,013.	2,225,283.	2,281,091.	744,828.	7,978,215.
b 85% of line 2a	2,317,961.	1,891,491.	1,938,927.	633,104.	6,781,483.
c Qualifying distributions from Part XII, line 4 for each year listed	2,906,855.	2,771,075.	3,647,339.	2,197,062.	11,522,331.
d Amounts included in line 2c not used directly for active conduct of exempt activities	377,875.	226,500.	110,000.	111,000.	825,375.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	2,528,980.	2,544,575.	3,537,339.	2,086,062.	10,696,956.
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)	0.	0.			0.
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,057,401.	1,744,836.	1,522,816.	496,552.	5,821,605.
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of 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))

NONE

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 page 28 of the 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

ATTACHMENT 12

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

ATTACHMENT 13

c Any submission deadlines

NONE

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

NONE

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
a Paid during the year				
SCHEDULE ATTACHED				2,827,875.
Total ▶ 3a				2,827,875.
***b** Approved for future payment*				
ATTACHMENT 14				
Total ▶ 3b				1,450,000.

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 (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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	5,511.	
4 Dividends and interest from securities			14	2,769,443.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-620,096.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER INVESTMENT INCOME			14	28,630.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,183,488.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,183,488.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

[signature] 11/8/2011 TRUSTEE

Signature of officer or trustee / Date / Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	DANIEL A. GOLUB	[signature]	NOV 4 2011		P00039208
	Firm's name ▶ GRANT THORNTON LLP			Firm's EIN ▶ 36-6055558	
	Firm's address ▶ 666 THIRD AVENUE NEW YORK, NY 10017-4011			Phone no 212-599-0100	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					3,643.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					6,586.	
		SHORT-TERM SECURITIES				P		
2,621,314.		2,624,478.					-3,164.	
		LONG-TERM SECURTIES				P		
8,961,678.		8,621,800.					339,878.	
		BERSTEIN GLOBAL STYLE BLEND SERIES				P		
4,623,177.		4,616,905.					6,272.	
TOTAL GAIN(LOSS)							353,215.	

ABRAHAM J. & PHYLLIS KATZ FOUNDATION

GRANTS, PROGAM SUPPORT AND OTHER CONTIBUTIONS, FOR YEAR ENDED DECEMBER 31,2010

The purpose of these contributions is stated in Part IX-A, line 1

The Chamber Music Society of Lincoln Center	public	2010 ROSE Concert Series(6) hall rental, security, advertising & production, artist travel expense	$ 75,000
Atlanta Symphony Orchestra	public	Salaries, space rental, equiptment etc -to build youth involvment and active participation	85,000
SUNDAY AFTERNOON W/ MUSIC	public	2010 Concert Series expenses - hall rental, security, advertising & production, artist travel expense	25,000
NY Philomusica	public	2010 musician expenses	5,000
Mister Holland's Opus	public	Supply instuments to young students to participate in school music programs	10,000
Grammy Foundation (nat assoc recording arts & Sciences)	public	Directed scholarships for aspiring musicians	5,000
Emory Chamber Music Society of Atlanta	public	Salary for VEGA Quartet 2009 concert program-Fia Durrett & Jessica Wu Violins, Yinzi Kong Viola, Guang Wang Cello	75,000
			$ 280,000

The purpose of these contributions is stated in Part IX-A, line 2.

		Principal Investigator	
Emory University Retinal/ Eye Center	public	J Boatright Phd	$ 150,000
Emory University Medical-Preventive Cardiology	public	L Sperlin, M D	115,000
Emory University Medical - Childrem Med Outreach	public	V Johnson M D	50,000
University of Virginia- Stem Cell Program	public	M Laughlin, MD, PHD	10,000
The Regents of the University of California	public	Peter Duesberg, Phd	25,000
University of Texas M D Anderson Cancer	public	E Schpall, Phd	135,000
St Jude Childrens Research Hospital Inc	public	Dr Kastan	125,000
Foundation Fighting Blindness	public	S Rose, MD head of research	10,000
Cleveland Cord Blood Center	public	M Laughlin, MD, PHD	1,550,000
			$ 2,170,000

Other Donations to approved Charitable organizations

American Red Cross, Metropolitan Atlanta Chapter	public	$ 50,000
Atlanta Community Food Bank	public	50,000
Atlanta Ronald McDonald House Charities	public	10,000
Camp Twin Lakes	public	150,000
CASA Coweta Court Appointed Special Advocates, Inc	public	10,000
Council on Foundation	public	5,875
DCHS	public	2,500
Families of Children Under Stress	public	10,000
Fayette County Council on Domestic Violence	public	10,000
Foundation Center-Atlanta	public	6,000
Lekotex of Georgia, Inc	public	10,000
Mid-Ohio Food Bank	public	20,000
One Roof	public	1,000
Robert W Woodruff Arts Center	public	2,500
Rutledge Center, Inc	public	10,000
Summit Family YMCA	public	10,000
The Community Foundation of Greater Atlanta, Inc	public	10,000
Vi and Milton Weinstein Hospice	public	10,000
		$ 377,875
		$2,827,875

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INCOME FROM PASS-THRU ENTITY	6,020.	6,020.	6,020.
JP MORGAN CHASE	22,610.	22,610.	22,610.
TOTALS	28,630.	28,630.	28,630.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SUTHERLAND, ASBILL&BRENNAN LLP	12,746.	6,373.	6,373.	6,373.
TOTALS	12,746.	6,373.	6,373.	6,373.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SANFORD BERNSTEIN & CO, INC.	66,150.	66,150.	66,150.	
DEVA HIRSH	58,918.	0.	0.	58,918.
TOTALS	125,068.	66,150.	66,150.	58,918.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN INCOME TAXES	3,681.	3,681.	3,681.
TOTALS	3,681.	3,681.	3,681.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MISCELLANEOUS	1,692.	846.	846.	846.
NYS FILING FEE	750.			750.
TOTALS	2,442.	846.	846.	1,596.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US OBLIGATIONS TOTAL		
STATE AND MUNICIPAL BONDS	10,084,514.	10,254,663.
STATE OBLIGATIONS TOTAL	10,084,514.	10,254,663.

ABRAHAM J & PHYLLIS KATZ FOUNDATION
FORM 990PF PART II - CORPORATE STOCK **11-6442077**

QUANTITY		ENDING BOOK VALUE	ENDING FMV
10,000	AEGON nv PRE3F PERP FLTG RATE	207,305	209,400
5,000	ASTRAZENECA	257,305	230,950
20,000	ATT	526,906	587,600
10,000	ATT	239,999	293,800
35,000	BANK OF AMERICA	744,163	466,900
20,000	BIOMED RLTY TR INC PFD SER A 7 375%	435,737	500,200
10,000	BK AM PRF8 25	238,303	258,400
25,000	BRISTOL MYERS	523,398	662,000
30,000	CITIGROUP	121,203	141,900
10,000	CREDIT SUISSE GUERNSEY BRANCH 07 90% 03/28/2013 PFD	250,003	267,800
5,000	DUPONT	210,745	249,400
20,000	EATON VANCE GLOBAL FUND	259,228	245,000
15,000	FORD MTR CO CAP TR II TR ORIGINATED PFD SECS 6 50%	519,901	778,725
15,000	FRONTIER COMM	109,353	145,950
30,000	GENERAL ELECTRIC	562,809	548,700
20,000	GMAC LLC NT 7 25%	497,200	466,600
10,000	ING GROEP N V PFD 8 50% PERPETUAL	250,003	252,900
20,000	Lilly	661,999	700,800
10,000	MICROSOFT	239,605	279,100
5,000	NAT HEALTH	228,685	225,100
25,000	NORDIC AMERICAN TANKERS	770,605	650,500
15,000	PENGROWTH ENERGY TRUST	147,827	192,900
30,000	PFIZER	529,210	525,300
10,000	PITNEY BOWES	234,941	241,800
12,000	PNC FIN SVCS PRF L (PREV NATL CITY)	244,203	346,788
10,000	REYNOLDS ALUM	252,703	326,200
10,000	ROYAL DUTCH	502,603	666,700
14,570	T ROWE PRIVE	350,801	487,959
30,000	TEEKAY TANKERS	329,700	370,200
10,000	UIL HLDG	270,365	299,600
10,000	US BANCORP DEL DEPOSITARY SHS REPSTG 1/1000TH PERP PF	252,003	269,900
20,000	WINDSTREAM CORP	224,997	278,800
		$11,193,807	$12,167,872

ATTACHMENT 7

ABRAHAM J & PHYLLIS KATZ FOUNDATION
FORM 990PF PART II - CORPORATE BONDS

11-6442077

QUANTITY		ENDING BOOK VALUE	ENDING FMV
600,000	ALCOA INC NOTES 5 550% 02/01/2017 MAKE WHOLE	525,630	623,160
250,000	ALCOA INC SR NOTE 6 000% 01/15/2012 MAKE WHOLE ISIN #US013817AF82 SEDOL #7383049	253,611	260,875
250,000	ALLEGHENY LUDLUM CORP 6 95000% 12/15/2025 DEB	247,191	260,638
250,000	AMBAC FINL GROUP INC DEB 9 37500% 08/01/2011	243,753	36,563
250,000	AMERICAN EXPRESS CO NT 6 15000% 08/28/2017	247,816	283,725
250,000	AMERICAN GEN FIN MEDTM SRNT BE 5 85000% 06/01/2013 FR	245,978	226,875
250,000	ARCELORMITTAL 5 375 6/10/13	209,688	265,325
250,000	ARCHER DANIELS MIDLAND CO 8 37500% 04/15/2017 DEB	291,613	314,535
1,000,000	Bank of Amencas step	1,000,000	968,470
500,000	BB&T CORP SB NT 5 20000% 12/23/2015	482,703	543,800
250,000	BESTFOODS MTN BE FR 6 62500% 04/15/2028	272,840	293,383
750,000	BP CAP MKT 5 25 11/7/13	706,878	811,650
500 000	BRISTOL MYERS SQUIBB CO 7 15000% 06/15/2023 DEB	567,043	620,830
250 000	CHESAPEAKE ENERGY 6 875 11/15/20	235 941	253,125
250 000	CIGNA 7 0 1/15/11	249,691	250,383
25,835	CIT GROUP 7 0 5/01/13	25,835	26,352
38,753	CIT GROUP 7 0 5/01/14	38,753	39,141
38,753	CIT GROUP 7 0 5/1/15	38,753	38,850
64,590	CIT GROUP 7 05/1/16	64,590	64,832
90,426	CIT GROUP 7 05/1/17	90,426	90,652
250,000	COCA COLA ENTERPRISES INC 8 50000% 02/01/2022 DEB	311,686	344,378
250,000	CONAGRA FOODS INC SR NT 7 12500% 10/01/2026	265,997	288,903
250,000	COUNTRYWIDE FINL CORP MTN BK 5 80000% 06/07/2012 FR	244,691	265,425
500,000	CREDIT SUISSE N Y NOTE 06 00000% 02/15/2018	504,649	536,145
250,000	CROWN CASTLE 9 01/15/2015	269,164	276,250
250,000	DAYTON HUDSON CORP DEB 6 65000% 08/01/2028	255,561	274 493
500,000	DEUTSCHE TELEKOM INTL FIN B V 5 250% 07/22/2013 MAKE WHOLE GLBL NT ISIN #US25156PAF09	499,273	541,520
250,000	DONELLY RR 7 625% due6/15/20	263,130	267,780
250,000	DOW CHEM 6 0 10/1/12	243,441	269,333
250 000	EATON CORP DEB 7 65000% 11/15/2029	297,664	312,915
250,000	FORD 8 125 DUE 1/15/20	307,040	290,853
500,000	FORD 8 7 DUE 1/15/14	579,115	563,080
250,000	FORD MOTOR CR CO NT 7 250% 10/25/2011 ISIN #US345397TY90 SEDOL #6418867	226,566	258,750
350,000	FORD MTR CRED 7 5 8/1/12	347,902	372,124
300,000	FREEPORT MCMORAN 8 37 40/01/17	262,503	332,250
250,000	GE CAPITAL INTERNOTES 5 10000% 07/15/2014 FR	250,002	265,463
250,000	GENERAL MLS INC NOTES 5 700% 02/15/2017 MAKE WHOLE	251,241	281,750
750,000	GENL ELEC CAP CORP MTN 5 625% 09/15/2017 ISIN #US36962G3H54	687,249	822,375
250,000	GENWORTH FIN 5 75 6/15/14	235,003	259,125
250,000	GENWORTH FIN 6 51 5/22/18	228,253	248,400
2,000,000	GOLDMAN SACHS GROUP INC 5 75000% 10/01/2016 SR NT	2,030,624	2,177,820
250,000	HEINZ H J CO DEB 6 37500% 07/15/2028	249,503	263,418
250,000	HOST MARRIOT 6 75 DUE 6/1/16	262,818	255,000
250,000	INTELSAT SUBS HLDG 8 875	261,255	256,575
250,000	INTL PAPER CO DEB 6 87500% 11/01/2023	257,340	257,820
250,000	JOHNSON & JOHNSON DEB 6 73000% 11/15/2023	288,871	306,165
500,000	JPMORGAN CHASE & CO 6 3 4/23/19	499,028	563,650
750,000	JPMORGAN CHASE & CO PERPETUAL PFD 07 90000% 12/31/2049 DEP SHS 1/10TH SER 1 ISIN #US46625HHA14	744,128	797,243

ATTACHMENT 8

ABRAHAM J & PHYLLIS KATZ FOUNDATION
FORM 990PF PART II - CORPORATE BONDS

11-6442077

QUANTITY		ENDING BOOK VALUE	ENDING FMV
250,000	KEYCORP MEDIUM TERM NTS BE 6 50000% 05/14/2013 SR NT	220,798	272,125
135,000	KINDER MORGAN ENERGY PTR 7 4 3/15/31	148,500	148,500
250,000	KRAFT FOODS INC BOND 06 12500% 02/01/2018 ISIN #US50075NAU81	250,588	285,575
250,000	LOWES COS INC DEB 6 50000% 03/15/2029	249,753	280,833
250,000	LOWES COS INC DEB 6 87500% 02/15/2028	259,541	289,105
250,000	MARATHON OIL 6 0 10/1/17	219,003	283,940
250,000	MASSEY ENG 6 875 12/15/13	243,753	252,200
250,000	MERRILL LYNCH CO INC MTN BE 5 00000% 02/03/2014 FR	242,816	258,728
500,000	MOBIL CORP DEB 8 62500% 08/15/2021	665,522	670,735
250,000	MORGA STANLY STEP	250,005	238,823
250,000	MORGAN STANLEY 5% 7/25	247,503	248,665
250,000	MOTOROLA INC NOTE 5 375% 11/15/2012 MAKE WHOLE ISIN #US620076AY53	238,128	262,625
250,000	NEWS AMER HLDGS INC DEB 7 75000% 01/20/2024	281,444	294,780
750,000	NOMURA SECURITY STOPS	750,000	750 000
250,000	PROLOGIS 6 25% DUE 3/15/17	249,580	260,075
500,000	PROTECTIVE LIFE SRNT 8 45 10/39	539,950	539 950
250,000	PRUDENTIAL FINL4 75 4/0/14	218,003	264,775
250,000	RITE AID6 875 8/15/13	217,128	227,500
250,000	ROY BK SCOT5 05 1/8/15	225,003	240,523
500 000	SLM 5 45 4/25/11 88 625	443,128	504,360
250,000	SLM 8 45% due 6/15/2018	254,145	258,125
250,000	SMITHFIELD FOODS 7 0 8/1/11	243,753	256,250
250,000	SPRINT CAP CORP NT 7 625% 01/30/2011 ISIN #US852060AJ18 SEDOL #7029826 MAKE WHOLE	237,503	250,625
216,000	SUNCOR ENERGY 6 1 6/1/18	187,124	248,352
250,000	SUNURBAN PRO 6 DUE 3/15/20	270,035	266,875
250,000	TARGET CORP MTN BE FR 4 87500% 05/15/2018	235,481	268,990
250,000	TARGET CORP NT 5 37500% 05/01/2017	248,431	280,170
250,000	TIME WARNER ENTMT CO LP 8 37500% 07/15/2033 SRSUBDB	293,162	315,495
250,000	TRANS OCEAN SEDCO7 375% 4/18	242,503	276,463
250,000	US STEEL 7 0 2/1/18	243,753	253,750
50,000	VALERO ENG SRNT 7 5 4/15/32	53,752	52,794
500,000	VERIZON COMM INC NT 5 500% 04/01/2017 MAKE WHOLE	493,813	552,545
500,000	WAL MART STORES INC NT 5 80000% 02/15/2018	523,750	570,500
250,000	WAL MART STORES INC NT 5 87500% 04/05/2027	248,661	277,585
250,000	WELLS FARGO BK N A NT 6 45000% 02/01/2011	257,304	251,125
500,000	WELLS FARGO(WACHOVIA) PERP PFD CL A SER K 7 98000% 12/31/49	499,375	527,500
250,000	WEYERHAEUSER 6 75 3/15/12	241,453	263,750
250,000	WM WRIGLEY JR CO NOTES 4 650% 07/15/2015 MAKE WHOLE	216,253	259,278
		$ 28,310,820	$ 30,226,155

ATTACHMENT 8

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APPROPRIATED GRANTS	1,450,000.	1,450,000.
TOTALS	1,450,000.	1,450,000.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALEXANDER S. KATZ 57 AMLAJACK BLVD. SHENANDOAH, GA 30265-1093	TRUSTEE 10.00	0.	0.	0.
PETER A. KATZ (RESIGNED ON 4/30/10) 57 AMLAJACK BLVD. SHENANDOAH, GA 30265-1093	TRUSTEE 10.00	0.	0.	0.
DAVID KATZ (TRUSTEE AS OF 1/1/2010) 57 AMLAJACK BLVD SHENANADOAH, GA 30265	TRUSTEE 10.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 11

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
SANFORD BERNSTEIN & CO, INC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	INVESTMENT ADVISORY	66,150.
DEV HIRSCH 1579F MONROE DRIVE, SUITE 933 ATLANTA, GA 30324	ADMINSTRATION	58,918.
TOTAL COMPENSATION		125,068.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DEVA HIRSH
1579F MONROE DRIVE, SUITE 933
ATLANTA, GA 30324

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

AN APPLICATION FORM CAN BE OBTAINED BY WRITING DIRECTLY TO THE FOUNDATION

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
M D ANDERSEN - DAVIS 1500 HOLCOMB HOUSTON, TX 77030	NONE PUBLIC CHARITY	MEDICAL RESEARCH	31,250.
CLEVELAND CORD BLOOD 25001 EMERY ROAD CLEVELAND, OH 44128	NONE PUBLIC CHARITY	MEDICAL RESEARCH	475,000.
LINCOLN CENTER CHAMBER MUSIC SOCIETY 70 LINCOLN CENTER PLAZA NEW YORK, NY 11023	NONE PUBLIC CHARITY	MUSICAL PERFORMANCE	75,000.
EMORY UNIVERSITY - VEGA QUARTET SCHWARTZ CENTER FOR PERFORMING ARTS 1700 N DECATUR ROAD ATLANTA, GA 30322	NONE PUBLIC CHARITY	MUSICAL PERFORMANCE	300,000.
EMORY UNIVERSITY EMORY EYE CENTER- BOATRIGHT 1365-B CLIFTON ROAD NE ATLANTA, GA 30322	NONE PUBLIC CHARITY	MEDICAL RESEARCH	150,000.
EMORY UNIVERSITY-CARDIOLOGYP- SPERLIN 1639 PIERCE DRIVE ATLANTA, GA 30322	NONE PUBLIC CHARITY	MEDICAL RESEARCH	218,750.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MD ANDERSEN - SCHPALL 1500 HOLCOMB HOUSTON, TX 77030	NONE PUBLIC CHARITY	MEDICAL RESEARCH	200,000
		TOTAL CONTRIBUTIONS APPROVED	1,450,000.