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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, 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

Name of foundation COOPER CARRY CHARITABLE FOUNDATION, INC. C/O KEVIN R. CANTLEY, TRUSTEE		A Employer identification number 58-2358064
Number and street (or P.O. box number if mail is not delivered to street address) 191 PEACHTREE ST, NE	Room/suite 2400	B Telephone number (404) 237-2000
City or town, state, and ZIP code ATLANTA, GA 30303		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 222,083. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc., received	6,184.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,468.	4,468.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,040.			
	b Gross sales price for all assets on line 6a	41,445.			
	7 Capital gain net income (from Part IV, line 2)		6,040.		
	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					
12 Total. Add lines 1 through 11	16,692.	10,508.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 2	2,485.	1,243.		1,242.
	c Other professional fees Stmt 3	3,669.	3,669.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 4	30.	0.		30.
	24 Total operating and administrative expenses. Add lines 13 through 23	6,184.	4,912.		1,272.
	25 Contributions, gifts, grants paid	74,477.			74,477.
26 Total expenses and disbursements. Add lines 24 and 25	80,661.	4,912.		75,749.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<63,969.>				
b Net investment income (if negative, enter -0-)		5,596.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	139.	15,162.	15,162.
	2 Savings and temporary cash investments	1,252.	3,656.	3,656.
	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 Stmt 5	35,991.	0.	0.
	b Investments - corporate stock Stmt 6	155,137.	134,732.	203,265.
	c Investments - corporate bonds Stmt 7	25,000.	0.	0.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	217,519.	153,550.	222,083.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	217,519.	153,550.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	217,519.	153,550.		
31 Total liabilities and net assets/fund balances	217,519.	153,550.		

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	217,519.
2 Enter amount from Part I, line 27a	2	<63,969.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	153,550.
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	153,550.

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			
b See Attached Statement			
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 41,445.		35,405.	6,040.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			6,040.

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	6,040.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	106,612.	298,739.	.356873
2008	125,576.	460,648.	.272607
2007	91,091.	469,352.	.194078
2006	86,107.	413,244.	.208368
2005	112,009.	383,520.	.292055

2 Total of line 1, column (d)	2	1.323981
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	.264796
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	250,255.
5 Multiply line 4 by line 3	5	66,267.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	56.
7 Add lines 5 and 6	7	66,323.
8 Enter qualifying distributions from Part XII, line 4	8	75,749.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	56.
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	56.
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	56.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	43.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	43.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	13.	
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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?		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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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	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	
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 instructions) <input type="checkbox"/> GA		
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)? 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

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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 Kevin Cantley/Sherry Wilson Telephone no. (404) 237-2000 Located at 191 PEACHTREE ST, NE, SUITE 2400, Atlanta, GA ZIP+4 30303			
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	
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? 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	16	Yes	No
				X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(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

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?

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
See Statement 8		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	236,483.
b	Average of monthly cash balances	1b	17,583.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	254,066.
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	254,066.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,811.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	250,255.
6	Minimum investment return. Enter 5% of line 5	6	12,513.

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	12,513.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	56.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	56.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,457.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,457.
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	12,457.

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	75,749.
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	75,749.
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	56.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	75,693.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				12,457.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	93,257.			
b From 2006	65,683.			
c From 2007	67,829.			
d From 2008	102,742.			
e From 2009	91,791.			
f Total of lines 3a through e	421,302.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	75,749.			
a Applied to 2009, but not more than line 2a			0.	
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 2010 distributable amount				12,457.
e Remaining amount distributed out of corpus	63,292.			
5 Excess distributions carryover applied to 2010 (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:	484,594.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	93,257.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	391,337.			
10 Analysis of line 9:				
a Excess from 2006	65,683.			
b Excess from 2007	67,829.			
c Excess from 2008	102,742.			
d Excess from 2009	91,791.			
e Excess from 2010	63,292.			

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N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

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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 Statement 9				
Total			▶ 3a	74,477.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVII

- | | | 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 |

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

Richard K. Babush

Preparer's signature <i>Edward L. Schuch CPA</i>	Date 5/10/11
---	-----------------

Date 5/10/11

Check <input type="checkbox"/> if self-employed	PTIN P00014912
---	-----------------------

**Paid
Preparer
Use Only**

Firm's name ► **Babush, Neiman, Kornman & Johnson, LLP.**

Firm's EIN ► 58-0942047

5909 Peachtree Dunwoody Rd. Suite 800

Phone no.	770-261-1900
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Form **990-PF** (2010)

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	145 shs anadarko Petro corp	P	10/24/03	06/10/10
b	400 shs quicksilver res inc	P	02/08/06	12/10/10
c	50 shs apache corp		02/11/05	12/20/10
d	54 shs j&j		12/18/98	12/20/10
e	50 shs mcdonalds corp		03/19/98	12/20/10
f	50 shs medtronic inc		04/15/03	12/20/10
g	\$15,000 ge money bk 1.75%		10/29/09	12/20/10
h				
i				
j				
k				
l				
m				
n				
o				

(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 5,603.		3,062.	2,541.
b 5,836.		9,305.	<3,469.>
c 5,828.		2,905.	2,923.
d 3,375.		1,408.	1,967.
e 3,845.		1,313.	2,532.
f 1,883.		2,412.	<529.>
g 15,075.		15,000.	75.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,541.
b			<3,469.>
c			2,923.
d			1,967.
e			2,532.
f			<529.>
g			75.
h			
i			
j			
k			
l			
m			
n			
o			

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	6,040.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Client Statement

For the period 12/01/2010 to 12/31/2010

COOPER CARRY CHARITABLE
FOUNDATION INC

NEUBERGER BERMAN

JPMCC Account: 541-21955 352
Base Currency: USD
NB Account Number: 550-23401

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total ⁽¹⁾⁽⁴⁾⁽⁹⁾ Cost	Price	Mkt. Value	% Portfolio ⁽¹²⁾	Annual ⁽⁶⁾ Income	Yield ⁽¹⁰⁾
3,655.61	DAILY INCOME FUND US TREASURY PORTFOLIO INSTL SERVICE CL	IDAX	12/17/2010	1.0000	3,655.61	1.0000	3,655.61	1.77	0.00	0.00
TOTAL CASH EQUIVALENT					3,655.61		3,655.61	1.77	0.00	0.00
EQUITIES										
255	ANADARKO PETROLEUM CORP	APC	10/24/2003	20.9100	5,385.75	76.1600	19,420.80	9.39	91.80	0.47
150	APACHE CORP	APA	02/11/2005	57.5732	8,713.73	119.2300	17,884.50	8.64	90.00	0.50
404	BANK OF AMERICA CORP	BAC		0.0050	12,674.00	13.3400	5,389.36	2.60	16.16	0.30
80	INTERNATIONAL BUSINESS MACHINES CORP	IBM	03/09/1998	48.8125	3,943.94	146.7600	11,740.80	5.67	208.00	1.77
300	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO	JPM	01/08/2004	38.6500	11,710.10	42.4200	12,726.00	6.15	60.00	0.47
200	JOHN WILEY & SONS INC-CL B	JWB	03/19/1998	14.0000	2,831.92	45.5500	9,110.00	4.40	128.00	1.41
200	JOHNSON & JOHNSON	JNJ	12/18/1998	26.0827	5,216.54	61.8500	12,370.00	5.98	432.00	3.49
100	ELI LILLY & CO	LLY	02/14/2001	77.1200	7,763.83	35.0400	3,504.00	1.69	196.00	5.59
100	MCDONALDS CORP		03/19/1998	26.0000	2,625.94		7,676.00			
200	MCDONALDS CORP		05/30/2002	29.8442	6,037.85		15,352.00			
300	POSITION TOTAL									
150	MEDTRONIC INC	MDT	04/15/2003	28.5628	8,863.79	76.7600	23,028.00	11.13	732.00	3.18
34	MONSANTO CO NEW	MON	11/23/1998	47.7906	7,237.45	37.0900	5,563.50	2.69	135.00	2.43
				7.1005	241.42	69.6400	2,367.76	1.14	38.08	1.61

Client Statement

For the period 12/01/2010 to 12/31/2010

COOPER CARRY CHARITABLE
FOUNDATION INC

NEUBERGER BERMAN

JPMCC Account: 541-21955 352
Base Currency: USD
NB Account Number: 550-23401

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	(1)(4)(9)	Total (1)(4)(9) Cost	Price	Mkt Value	% Portfolio (12)	Annual (6) Income	(10) Yield
EQUITIES (Continued)											
200	MOODY'S CORP	MCO	10/13/2006	62 7842		12,556 84	26 5400	5,308 00	2 57	92 00	1 73
200	NIKE INC-CL B	NKE	05/04/1998	24 3021		4,906 32	85 4200	17,084 00	8 26	248 00	1 45
200	PEPSICO INC	PEP	05/08/2002	51 7900		10,459 44	65 3300	13,066 00	6 31	384 00	2 94
98	PFIZER INC	PFE	10/16/2009	17 5200		1,716 47	17 5100	1,715 98	0 83	78 40	4 57
292	PROCTER & GAMBLE CO	PG	12/11/2003	36 2951		10,598 18	64 3300	18,784 36	9 08	562 68	3 00
200	***SCHLUMBERGER LTD	SLB	04/13/2006	61 7048		12,340 96	83 5000	16,700 00	8 07	168 00	1 01
200	WALT DISNEY CO	DIS	04/18/2000	38 4510		7,770 81	37 5100	7,502 00	3 63	42 00	0 56
TOTAL EQUITIES						134,731.49		203,265.06	98.23	3,702.12	1.82
GRAND TOTAL						138,387.10		206,920.67	100.00	3,702.12	1.79

Client Statement

For the period 12/01/2010 to 12/31/2010

COOPER CARRY CHARITABLE
FOUNDATION INC

NEUBERGER BERMAN

JPMCC Account: 541-21955 352
Base Currency: USD
NB Account Number: 550-23401

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost ⁽¹⁾⁽⁴⁾⁽⁹⁾	Total ⁽¹⁾⁽⁴⁾⁽⁹⁾ Cost	Price	Mkt. Value	% Portfolio ⁽¹²⁾	Annual ⁽⁶⁾ Income	Yield ⁽¹⁰⁾
3,655.61	DAILY INCOME FUND US TREASURY PORTFOLIO INSTL SERVICE CL	IDAX	12/17/2010	1.0000	3,655.61	1.0000	3,655.61	1.77	0.00	0.00
TOTAL CASH EQUIVALENT					3,655.61		3,655.61	1.77	0.00	0.00
EQUITIES										
255	ANADARKO PETROLEUM CORP	APC	10/24/2003	20.9100	5,385.75	76.1600	19,420.80	9.39	91.80	0.47
150	APACHE CORP	APA	02/11/2005	57.5732	8,713.73	119.2300	17,884.50	8.64	90.00	0.50
404	BANK OF AMERICA CORP	BAC		0.0050	12,674.00	13.3400	5,389.36	2.60	16.16	0.30
80	INTERNATIONAL BUSINESS MACHINES CORP	IBM	03/09/1998	48.8125	3,943.94	146.7600	11,740.80	5.67	208.00	1.77
300	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO	JPM	01/08/2004	38.6500	11,710.10	42.4200	12,726.00	6.15	60.00	0.47
200	JOHN WILEY & SONS INC-CL B	JWB	03/19/1998	14.0000	2,831.92	45.5500	9,110.00	4.40	128.00	1.41
200	JOHNSON & JOHNSON	JNJ	12/18/1998	26.0827	5,216.54	61.8500	12,370.00	5.98	432.00	3.49
100	ELI LILLY & CO	LLY	02/14/2001	77.1200	7,763.83	35.0400	3,504.00	1.69	196.00	5.59
100	MCDONALDS CORP		03/19/1998	26.0000	2,625.94		7,676.00			
200	MCDONALDS CORP		05/30/2002	29.8442	6,037.85		15,352.00			
300	POSITION TOTAL									
150	MEDTRONIC INC	MDT	04/15/2003	28.5628	8,663.79	76.7600	23,028.00	11.13	732.00	3.18
34	MONSANTO CO NEW	MON	11/23/1998	47.7906	7,237.45	37.0900	5,563.50	2.69	135.00	2.43
				7.1005	241.42	69.6400	2,367.76	1.14	38.08	1.61

Client Statement

For the period 12/01/2010 to 12/31/2010

COOPER CARRY CHARITABLE
FOUNDATION INC

NEUBERGER BERMAN

JPMCC Account: 541-21955 352
Base Currency: USD
NB Account Number: 550-23401

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total ⁽¹⁾⁽⁴⁾⁽⁹⁾ Cost	Price	Mkt Value	% Portfolio ⁽¹²⁾	Annual Income ⁽⁶⁾	Yield ⁽¹⁰⁾
EQUITIES (Continued)										
200	MOODYS CORP	MCO	10/13/2006	62.7842	12,556.84	26.5400	5,308.00	2.57	92.00	1.73
200	NIKE INC-CL B	NKE	05/04/1998	24.3021	4,906.32	85.4200	17,084.00	8.26	248.00	1.45
200	PEPSICO INC	PEP	05/08/2002	51.7900	10,459.44	65.3300	13,066.00	6.31	384.00	2.94
98	PFIZER INC	PFE	10/16/2009	17.5200	1,716.47	17.5100	1,715.98	0.83	78.40	4.57
292	PROCTER & GAMBLE CO	PG	12/11/2003	36.2951	10,598.18	64.3300	18,784.36	9.08	562.68	3.00
200	***SCHLUMBERGER LTD	SLB	04/13/2006	61.7048	12,340.96	83.5000	16,700.00	8.07	168.00	1.01
200	WALT DISNEY CO	DIS	04/18/2000	38.4510	7,770.81	37.5100	7,502.00	3.63	42.00	0.56
TOTAL EQUITIES					134,731.49		203,265.06	98.23	3,702.12	1.82
GRAND TOTAL⁽⁵⁾					138,387.10		206,920.67	100.00	3,702.12	1.79

Client Statement

For the period 12/01/2009 to 12/31/2009

COOPER CARRY CHARITABLE
FOUNDATION INC

NEUBERGER BERMAN

Ridge Account : 541-21955 MM3
Base Currency : USD
NB Account Number : 550-23401

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total ⁽¹⁾⁽⁴⁾⁽⁹⁾ Cost	Price	Mkt. Value	% Portfolio	Annual Income ⁽⁶⁾	Yield ⁽¹⁰⁾
1,251.71	DAILY INCOME FUND US TREASURY PORTFOLIO INSTL SERVICE CL	IDAXX	01/03/2008	1.0000	1,251.71	1.0000*	1,251.71	0.46	0.00	0.00
TOTAL CASH EQUIVALENT							1,251.71	0.46	0.00	0.00
EQUITIES										
400	ANADARKO PETROLEUM CORP	APC	10/24/2003	20.9100	8,448.23	62.4200	24,968.00	9.11	144.00	0.58
200	APACHE CORP	APA	02/11/2005	57.5732	11,618.30	103.1700	20,634.00	7.53	120.00	0.58
404	BANK OF AMER CORP	BAC		31.3713	12,674.00	15.0600	6,084.24	2.22	16.16	0.27
80	INTERNATIONAL BUSINESS MACHINES CORP	IBM	03/09/1998	48.8125	3,943.94	130.9000	10,472.00	3.82	176.00	1.68
300	J P MORGAN CHASE & CO	JPM	01/08/2004	38.6500	11,710.10	41.6700	12,501.00	4.56	60.00	0.48
200	JOHN WILEY & SONS INC CL B	JWB	03/19/1998	14.0000	2,831.92	41.7000	8,340.00	3.04	112.00	1.34
254	JOHNSON & JOHNSON	JNJ	12/18/1998	26.0827	6,625.00	64.4100	16,360.14	5.97	497.84	3.04
100	ELI LILLY & CO	LLY	02/14/2001	77.1200	7,763.83	35.7100	3,571.00	1.30	196.00	5.49
150	MCDONALDS CORP		03/19/1998	26.0000	3,938.91		9,366.00			
200	MCDONALDS CORP		05/30/2002	29.8442	6,037.85		12,488.00			
350	POSITION TOTAL	MCD		28.1967	9,976.76	62.4400	21,854.00	7.97	770.00	3.52
200	MEDTRONIC INC	MDT	04/15/2003	47.7906	9,649.93	43.9800	8,796.00	3.21	164.00	1.86
34	MONSANTO CO	MON	11/23/1998	7.1005	241.42	81.7500	2,779.50	1.01	36.04	1.30
200	MOODYS CORP	MCO	10/13/2006	62.7842	12,556.84	26.8000	5,360.00	1.95	84.00	1.57

Client Statement

For the period 12/01/2009 to 12/31/2009

COOPER CARRY CHARITABLE
FOUNDATION INC

NEUBERGER BERMAN

Ridge Account : 541-21955 MM3
Base Currency : USD
NB Account Number : 550-23401

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total (1)(4)(9) Cost	Price	Mkt. Value	% Portfolio	Annual Income (6)	Yield (10)
EQUITIES (Continued)										
200	NIKE INC-CL B	NKE	05/04/1998	24.3021	4,906.32	66.0700	13,214.00	4.82	216.00	1.63
200	PEPSICO INC	PEP	05/09/2002	51.7900	10,459.44	60.8000	12,160.00	4.43	360.00	2.96
98	Pfizer Inc	PFE	10/16/2009	17.5200	1,716.47	18.1900	1,782.62	0.65	70.56	3.96
292	PROCTER & GAMBLE CO	PG	12/11/2003	36.2951	10,598.18	60.6300	17,703.96	6.46	513.92	2.90
400	QUICKSILVER RESOURCES INC	KWK	02/09/2006	23.2622	9,304.88	15.0100	6,004.00	2.19	0.00	0.00
200	***SCHLUMBERGER LTD	SLB	04/13/2006	61.7048	12,340.96	65.0900	13,018.00	4.75	168.00	1.29
200	WALT DISNEY CO HOLDING CO	DIS	04/18/2000	38.4510	7,770.81	32.2500	6,450.00	2.35	42.00	0.65
TOTAL EQUITIES					155,137.33		212,052.46	77.34	3,746.52	1.77
US GOVERNMENT & AGENCY										
36,000	UNITED STATES TREASURY BILLS 0.000000% 01/14/2010 912795R86	912795R86	09/30/2009	99.9754	35,991.13	99.9990	35,999.64	13.13	9.26	0.04
TOTAL US GOVERNMENT & AGENCY					35,991.13		35,999.64	13.13	9.26	0.04
MISCELLANEOUS										
25,000	GE MONEY BK SALT LAKE CITY UTAH C/D FDIC INS TO LIMITS 1.750000% 11/07/2011 36159SHE4 MN_06	36159SHE4	10/29/2009	100.0000	25,000.00	99.5579	24,889.48	9.08	437.50	2.00
TOTAL MISCELLANEOUS					25,000.00		24,889.48	9.08	437.50	2.00

Client Statement

For the period 12/01/2009 to 12/31/2009

COOPER CARRY CHARITABLE
FOUNDATION INC

NEUBERGER BERMAN

Ridge Account : 541-21955 MM3
Base Currency : USD
NB Account Number : 550-23401

Positions In Your Account

GRAND TOTAL ⁽⁵⁾	204,706.17	274,193.29	100.00	4,193.28	1.53
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Form 990-PF	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
NEUBERGER BERMAN	4,449.	0.	4,449.
US Treasury Disc Int	19.	0.	19.
Total to Fm 990-PF, Part I, ln 4	4,468.	0.	4,468.

Form 990-PF	Accounting Fees			Statement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BNK&J, LLP-ACCTNG.SERVICES	2,485.	1,243.		1,242.
To Form 990-PF, Pg 1, ln 16b	2,485.	1,243.		1,242.

Form 990-PF	Other Professional Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
NEUBERGER & BERMAN-INVEST.FEES	3,669.	3,669.			0.
To Form 990-PF, Pg 1, ln 16c	3,669.	3,669.			0.

Form 990-PF	Other Expenses			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GA secretary of State	30.	0.		30.
To Form 990-PF, Pg 1, ln 23	30.	0.		30.

Form 990-PF	U.S. and State/City Government Obligations	Statement	5
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Gov't & Agency- See Attached	X		0.	0.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			0.	0.

Form 990-PF	Corporate Stock	Statement	6
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Description	Book Value	Fair Market Value
Equities- See Attached	134,732.	203,265.
Total to Form 990-PF, Part II, line 10b	134,732.	203,265.

Form 990-PF	Corporate Bonds	Statement	7
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Description	Book Value	Fair Market Value
GE MONEY BK SALT LAKE CITY UTAH C/D	0.	0.
Total to Form 990-PF, Part II, line 10c	0.	0.

Form 990-PF Part VIII - List of Officers, Directors Statement 8
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
E. POPE BULLOCK 1282 OAKDALE ROAD Atlanta, GA 30307	PRESIDENT 0.00	0.	0.	0.
C ROBERT NEAL 1229 ZIMMER DRIVE Atlanta, GA 30306	SECRETARY 0.00	0.	0.	0.
KEVIN R. CANTLEY 2837 RIDGE VALLEY ROAD Atlanta, GA 30327	TRUSTEE 0.00	0.	0.	0.
EDGAR F. MUSE 645 AMBERIDGE TRAIL Atlanta, GA 30328	TRUSTEE 0.00	0.	0.	0.
DAVID KITCHENS 5007 BUTTERNUT DRIVE ROCKVILLE, MD 20853	TRUSTEE 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF	Grants and Contributions Paid During the Year	Statement	9
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Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
AMERICAN INSTITUTE OF ARCHITECTS 1735 NEW YORK AVE NW Washington, DC 20006	NONE EDUCATIONAL	501(C)3	20,000.
AMERICAN RED CROSS HAITI RELIEF 1955 MONROE DR, NE Atlanta, GA 30324	NONE HAITI RELIEF	501(C)(3)	1,477.
AUBURN COLLEGE OF ARCHITECTURE 430 DUDLEY HALL AUBURN, AL 36849	NONE Operating Grant	501(C)(3)	5,000.
Covenant House Georgia 75 BROAD ST., SW Atlanta, GA 30315	NONE COMMUNITY WELFARE	501(C)3	1,000.
GEORGIA TECH FOUNDATION 760 SPRING ST,NW SUITE 400 Atlanta, GA 30308	NONE EDUCATIONAL	501(C)(3)	20,000.
HUDSON ALPHA INSTITUTE 601 genome way huntsville, AL 35806	NONE Operating Grant	501(C)(3)	2,000.
LIVABLE COMMUNITIES COALITION INC. 10 PEACHTREE PLACE SUITE 610 Atlanta, GA 30309	NONE COMMUNITY WELFARE	501(C)3	15,000.
PEDS - ATLANTA 1389 PEACHTREE ST, NE, SUITE 202 Atlanta, GA 30309	NONE Operating Grant	501(C)(3)	1,000.

RIGHT IN THE COMMUNITY 1830 WATER PLACE, SUITE 120 Atlanta, GA 30339	NONE OPERating Grant	501(C)(3)	500.
University of Tennessee: College of Architecture and Design 600 ANDY HOLT TOWER Knoxville, TN 37996	None EDUCATIONAL	501(C)3	2,500.
US GREEN BUILDING COUNCIL OF GEORGIA PO BOX 54677 ATLANTA, GA 30308	NONE Operating Grant	501(C)(3)	5,000.
SARAH SMITH EDUCATIONAL FOUNDATION 370 OLD IVY ROD, NE Atlanta, GA 30342	NONE Operating Grant	501(C)(3)	1,000.
Total to Form 990-PF, Part XV, line 3a			<u>74,477.</u>