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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

For calendar year 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 THE BILLI MARCUS FOUNDATION, INC.		A Employer identification number 58-2396542
Number and street (or P O box number if mail is not delivered to street address) 1266 W PACES FERRY RD	Room/suite 615	B Telephone number 404-240-7700
City or town, state, and ZIP code ATLANTA, GA 30327		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,633,045. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		44,752.	44,752.		STATEMENT 1
4 Dividends and interest from securities		154,433.	154,433.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		71,337.			
b Gross sales price for all assets on line 6a	1,871,449.				
7 Capital gain net income (from Part IV, line 2)			71,337.		
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		3,121.	3,121.	0.	STATEMENT 3
12 Total. Add lines 1 through 11		273,643.	273,643.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		7,803.	205.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		32,046.	23,745.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		39,849.	23,950.	0.	0.
25 Contributions, gifts, grants paid		316,508.			316,508.
26 Total expenses and disbursements. Add lines 24 and 25		356,357.	23,950.	0.	316,508.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<82,714.>			
b Net investment income (if negative, enter -0-)			249,693.		
c Adjusted net income (if negative, enter -0-)				0.	

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12-07-10

LHA For Paperwork Reduction Act Notice, see the instructions.

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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				
	2	Savings and temporary cash investments		390,289.	307,633.	307,633.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 7		4,414,221.	5,931,080.	5,931,080.
	c	Investments - corporate bonds STMT 8		1,053,826.	813,062.	813,062.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		1,045,270.	581,270.	581,270.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)		31.	0.	0.	
16	Total assets (to be completed by all filers)		6,903,637.	7,633,045.	7,633,045.	
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 ▶ STATEMENT 11)		0.	8,000.	
23	Total liabilities (add lines 17 through 22)		0.	8,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		6,903,637.	7,625,045.	
	30	Total net assets or fund balances		6,903,637.	7,625,045.	
	31	Total liabilities and net assets/fund balances		6,903,637.	7,633,045.	

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	6,903,637.
2	Enter amount from Part I, line 27a	2	<82,714.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	804,122.
4	Add lines 1, 2, and 3	4	7,625,045.
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	7,625,045.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED STOCK - SEE D-1		VARIOUS	VARIOUS
b MISCELLANEOUS		VARIOUS	VARIOUS
c FROM K-1 WP X ACCESS FUND, LLC		VARIOUS	VARIOUS
d FROM K-1 WP X ACCESS FUND, LLC		VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,867,801.		1,800,111.	67,690.
b 600.			600.
c		1.	<1.>
d 463.			463.
e 2,585.			2,585.

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			67,690.
b			600.
c			<1.>
d			463.
e			2,585.

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	71,337.
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			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)

2

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

3

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4

5 Multiply line 4 by line 3

5

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

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	4,994.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	4,994.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	4,994.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 6,280.	7	8,780.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 2,500.	9	
d Backup withholding erroneously withheld	6d	10	3,786.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ 3,786. Refunded ☐			

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

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

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

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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	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
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 instructions.)	<u>N/A</u>	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?	☐ 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)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BILLI MARCUS	CHAIRPERSON			
1266 W PACES FERRY RD # 615				
ATLANTA, GA 30327	0.00	0.	0.	0.
FREDERICK S SLAGLE	SECRETARY/TREASURER			
1266 W PACES FERRY RD # 615				
ATLANTA, GA 30327	0.00	0.	0.	0.
CAROLYN PALLER	DIRECTOR			
1266 W PACES FERRY RD # 615				
ATLANTA, GA 30327	0.00	0.	0.	0.
JASON SMITH	DIRECTOR			
1266 W PACES FERRY RD # 615				
ATLANTA, GA 30327	0.00	0.	0.	0.

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

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

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

▶ 0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	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	6,646,780.
b	Average of monthly cash balances	1b	444,866.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,091,646.
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	7,091,646.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,375.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,985,271.
6	Minimum investment return. Enter 5% of line 5	6	349,264.

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	349,264.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,994.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,994.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	344,270.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	344,270.
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	344,270.

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	316,508.
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	316,508.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	316,508.

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				344,270.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			306,327.	
b Total for prior years:				
2008 , _____, _____		7,184.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 316,508.				
a Applied to 2009, but not more than line 2a			306,327.	
b Applied to undistributed income of prior years (Election required - see instructions) *		7,184.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				2,997.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		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				341,273.
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	0.			
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				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

* SEE STATEMENT 12

Form 990-PF (2010)

N/A

- (4) Gross investment income**

[illegible]

2010.05000 THE BILLI MARCUS FOUNDATION 85054 K1

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year SEE ATTACHED LIST					316,508.
Total					▶ 3a 316,508.
b Approved for future payment NONE					
Total					▶ 3b 0.

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

- | 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? | Yes | No |
|----------|--|-------|----|
| | | | |
| 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. | | |

[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 ☐ self-employed

PTIN	
------	--

**Paid
Preparer
Use Only**

BARBARA M. COATS

BARBARA M. COATS

11/13/11

Firm's name ► WINDHAM BRANNON, P.C.

Firm's EIN ▶

Firm's address ► 3630 PEACHTREE RD., SUITE 600
ATLANTA, GA 30326

Phone no. **404-898-2000**

Form **990-PF** (2010)

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

SOURCE	AMOUNT
ACCRUED INTEREST	<7,262.>
FROM K-1 WP X ACCESS FUND, LLC	408.
UBS FINANCIAL SERVICES	51,606.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	44,752.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 WP X ACCESS FUND, LLC	1,429.	0.	1,429.
UBS FINANCIAL SERVICES	155,589.	2,585.	153,004.
TOTAL TO FM 990-PF, PART I, LN 4	157,018.	2,585.	154,433.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND INCOME	3,113.	3,113.	0.
THROUGH UBS - WP X ACCESS FUND K-1	8.	8.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,121.	3,121.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	205.	205.	0.	0.
FEDERAL EXCISE TAXES	7,598.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	7,803.	205.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSE	23,745.	23,745.	0.	0.	
MISCELLANEOUS	17.	0.	0.	0.	
THRU USB WP X ACCESS FUND K-1	8,284.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	32,046.	23,745.	0.	0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
UNREALIZED APPRECIATION OF MARKETABLE SECURITIES		804,122.	
TOTAL TO FORM 990-PF, PART III, LINE 3		804,122.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
133,700 SHARES HOME DEPOT STOCK	4,532,369.	4,532,369.	
CORPORATE STOCK HELD IN UBS	1,398,711.	1,398,711.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,931,080.	5,931,080.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS HELD IN UBS	813,062.	813,062.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	813,062.	813,062.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS HELD IN UBS	FMV	581,270.	581,270.
TOTAL TO FORM 990-PF, PART II, LINE 13		581,270.	581,270.

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

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
OUTSTANDING CHECKS AT YEAR END	0.	8,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	8,000.	

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO APPLY
EXCESS QUALIFYING DISTRIBUTIONS
TO PRIOR YEAR'S UNDISTRIBUTED INCOME

STATEMENT 12

REQUEST TO APPLY 2010 DISTRIBUTED AMOUNTS TO 2008 UNDISTRIBUTED
AMOUNTS

TAXPAYER FAILED TO DISTRIBUTE \$7,184 OF INCOME WHICH WAS REQUIRED TO
BE DISTRIBUTED PRIOR TO DECEMBER 31, 2009. THE FOUNDATION IS ELECTING
TO TREAT THE FIRST \$7,184 OF 2010 DISTRIBUTIONS AS BEING APPLIED TO
THIS UNDISTRIBUTED AMOUNT, WHICH WAS DURING THE 2010 CORRECTION
PERIOD.

THE BILLI MARCUS FOUNDATION INC
990 PF Attachment
For the Year Ending December 31, 2010
EIN: 58-2396542

Name of Charitable Organization	Address	City	State	Zip Code	Status of Recipient	Purpose of Grant	Amount
ALEOMF		Atlanta	GA		Public Charity	General Operations	200
Alzheimers Association	1925 Century Blvd., Suite 10	Atlanta	GA	30345	Public Charity	GA Chapter	200
American Diabetes Association	1701 North Beauregard Street	Alexandria	VA	22311	Public Charity	General Operations	200
American Institute for Cancer Research	1759 R Street, NW	Washington	DC	20009	Public Charity	Cancer Research & Education	300
American Jewish World Service	45 West 36th Street	New York	NY	10018	Public Charity	General Operations	200
American Kidney Foundation	6110 Executive Blvd., Suite 1010	Rockville	MD	20852	Public Charity	General Operations	200
American Lung Association	2701 N. Australian Avenue	West Palm Beach	FL	33407	Public Charity	General Operations	400
American Red Cross	1655 Monroe Drive, N E	Atlanta	GA	30324	Public Charity	Atlanta Chapter	200
Annual Police Survivors	1336 Spring Garden Street	Philadelphia	PA	19123	Public Charity	General Operations	100
Arthritis Foundation - Georgia Chapter	2970 Peachtree Road, NW Suite 200	Atlanta	GA	30305	Public Charity	General Operations	1,000
Atlanta Community Food Bank	732 Joseph E Lowery Blvd	Atlanta	GA	30318	Public Charity	Atlanta & N GA	200
Atlanta Group Homes	3160 Howell Mill Road, NW	Atlanta	GA	30327	Public Charity	General Operations	1,000
Atlanta Jewish Committee	165 East 56 Street	New York	NY	10022	Public Charity	Atlanta Jewish Film Festival	5,000
Atlanta Union Mission	PO Box 1807	Atlanta	GA	30301	Public Charity	General Operations	300
Auditory Verbal Center, Inc	1901 Century Blvd., Suite 20	Atlanta	GA	30345	Public Charity	General Operations	5,000
Boca Raton Community Hospital	745 Meadows Road	Boca Raton	FL	33486	Public Charity	Morgan & Friends Charity Golf	15,000
BATYA Friends of United Hat	208 East 51st Street, Suite 303	New York	NY	10022	Public Charity	Honor Jean & David Bernstein	100
Boys & Girls Club of Transylvania	PO Box 1360	Brevard	NC	28712	Public Charity	Honor of Al Platt	500
Boys Town Jerusalem	14100 Crawford Street	Boys Town	NE	68010	Public Charity	General Operations	100
Breast Cancer Society	6859 E. Rembrandt Avenue	Mesa	AZ	85212	Public Charity	General Operations	100
Brevard Music Center	PO Box 312	Brevard	NC	28712	Public Charity	Scholarship Program	500
Camp Billi Marcus	5942 Tilly Mill Road	Dunwoody	GA	30338	Public Charity	Scholarship Assistance	25,000
Camp Laurelwood	463 Summer Hill Road	Madison	CT	06443	Public Charity	Scholarship Fund	1,000
Camp Sunshine	35 Acadia Road	Casco	ME	04015	Public Charity	General Operations	300
Camp Twin Lakes	600 Means Street Suite 100	Atlanta	GA	30318	Public Charity	Summer Program Support	1,000
Camp Twin Lakes	600 Means Street Suite 100	Atlanta	GA	30318	Public Charity	Summer Program Support	4,000
Canine Assistants - Tee It Up Fore Kids	5665 Atlanta Hwy, Suite 103	Alpharetta	GA	30004	Public Charity	Annual Campaign	1,000
Cheekah Conservation Fund	PO Box 2496	Alexandria	VA	22301	Public Charity	Conservation Fund	5,000
Chemoflage	5602 Brooke Ridge Drive	Dunwoody	GA	30338	Public Charity	Cancer Treatment	1,000
Chicagoland Jewish High School	1095 Lake Cook Road	Chicago	IL	60015	Public Charity	General Operations	300
Children's Wish Foundation	8615 Roswell Road	Atlanta	GA	30350	Public Charity	Day to Remember	500
Coalition to Salute America's Heroes	100 Broadway Street	Ossining	NY	10562	Public Charity	Emergency Assistance	200
Compassion International	12290 Voyager Parkway	Colorado Springs	CO	80921	Public Charity	General Operations	1,000
Covenant House	733 Breakers Ave	Ft. Lauderdale	FL	33304	Public Charity	General Operations	300
Crohns & Colitis Foundation of America	2250 North Druid Hills Road, Suite 250	Atlanta	GA	30329	Public Charity	General Operations	300
Crohns & Colitis Foundation of America	2250 North Druid Hills Road, Suite 250	Atlanta	GA	30329	Public Charity	Georgia Chapter	250
Davis Academy	8105 Roberts Drive	Atlanta	GA	30350	Public Charity	General Operations	5,000
Devereux Georgia Treatment Network	P O Box 1688	Kennesaw	GA	30156	Public Charity	Discovery Program	10,000
Disabled Police Officers	222 Government Avenue, Suite C	Niceville	FL	32578	Public Charity	General Operations	100
Doctors Without Borders	333 Seventh Avenue, 2nd Floor	New York	NY	10001	Public Charity	General Operations	200
Dream House for Medically Fragile Children	PO Box 1562	Snellville	GA	30078	Public Charity	Medically Fragile Children	300
enAble of Georgia Foundation Inc	1200 Old Ellis Road	Roswell	GA	30076	Public Charity	General Operations	200
Epilepsy Foundation	8301 Professional Place	Landover	MD	20785	Public Charity	General Operations	200
Feminist Women's Health Center	1924 Clifton Valley Way	Atlanta	GA	30329	Public Charity	General Operations	2,000
Fernbank	767 Clifton Road, NE	Atlanta	GA	30307	Public Charity	General Operations	250

THE BILLI MARCUS FOUNDATION INC.
990 PF Attachment
For the Year Ending December 31, 2010
EIN: 58-2396542

Name of Charitable Organization	Address	City	State	Zip Code	Status of Recipient	Purpose of Grant	Amount
Firefighters Charitable Foundation	1 West Street	Farmingdale	NY	11735	Public Charity	2010 Campaign	100
Florida Sheriffs Youth Ranches	PO Box 2000	Boys Ranch	FL	32064	Public Charity	Preventing Juvenile Delinquency	200
Flying Doctors of America	PO Box 923563	Norcross	GA	30092	Public Charity	Moral Missions	200
Focus and Kool Kids Foundation	3050 Presidential	Atlanta	GA	30340	Public Charity	Program Support	200
Folds of Honor Foundation	7030 S Yale Avenue	Tulsa	OK	74136	Public Charity	Scholarship Program	1,000
Fragile Kids Foundation	3350 Riverwood Parkway, Suite 1400	Atlanta	GA	30339	Public Charity	Medical Equipment	300
Fragile Kids Foundation	3350 Riverwood Parkway, Suite 1400	Atlanta	GA	30339	Public Charity	Holiday Appeal	100
Free Clinic of Pennsylvania	PO Box 1135	Brevard	NC	28712	Public Charity	General Operations	300
Friends for Life	PO Box 340	Sapphire	NC	28774	Public Charity	Transylvania Animal Alliance	200
Friends of the Israel Defense Forces	PO Box 80126	Atlanta	GA	30366	Public Charity	General Operations	1,000
Genesis Shelter, Inc	PO Box 54840	Atlanta	GA	30308	Public Charity	Mother's Day Campaign	500
Georgia Sheriffs Association	PO Box 1000	Stockbridge	GA	30281	Public Charity	Membership	200
Golf for the Cure	1333 Dorval Drive, Suite 1	Oakville	Ontario	L6M 4X7	Public Charity	General Operations	1,300
Habitat for Humanity Foundation 1000, Atlanta	519 Memorial Drive, SE	Atlanta	GA	30312	Public Charity	General Operations	300
Hands on Tzedakah	2255 Glades Road, Suite 324A	Boca Raton	FL	33431	Public Charity	General Operations	9,000
Help Hospitalized Veterans	36585 Penfield Land	Winchester	CA	92596	Public Charity	General Operations	200
Hope Lodge, American Cancer Society	132 West 32nd Street	New York	NY	10001	Public Charity	Hope Lodge - American Cancer Society	1,000
Ian's Friend Foundation	855 Marseilles Drive	Atlanta	GA	30327	Public Charity	General Operations	17,000
Israel Guide Dog Center for the Blind	732 S Settlers Circle	Warrington	PA	18976	Public Charity	General Operations	5,000
Jack & Jill Late Stage Cancer Foundation	3282 Northside Parkway	Atlanta	GA	30327	Public Charity	General Operations	5,000
Jewish Association for Residential Care	30301 Northwestern Hwy, Suite 100	Farmington Hills	MI	48334	Public Charity	General Operations	20,000
Jewish Family & Career Services	4549 Chamblee Dunwoody Road	Atlanta	GA	30338	Public Charity	General Operations	20,000
Jewish Federation of Greater Atlanta	1440 Spring Street, NW	Atlanta	GA	30309	Public Charity	General Operations	30,000
Jewish Federation of South Palm Beach County	9901 Donna Klein Blvd	Boca Raton	FL	33428	Public Charity	General Operations	9,000
Judicial Watch	425 3rd Street, SW, Suite 800	Washington	DC	20024	Public Charity	General Operations	100
Juvenile Justice Fund	395 Pryor Street, Suite 1025	Atlanta	GA	30312	Public Charity	Annual Campaign	100
Lake Toxaway Charities	PO Box 163	Lake Toxaway	NC	28747	Public Charity	General Operations	1,000
Law Enforcement Legal Defense	1611 North Kent Street, Suite 901	Arlington	VA	22209	Public Charity	General Operations	200
Lekotek of Georgia	1955 Cliff Valley Way, Suite 102	Atlanta	GA	30329	Public Charity	General Operations	3,000
Lifeline Animal Project	PO Box 15466	Atlanta	GA	30333	Public Charity	Animal Project	5,000
Lupus Foundation	1850 Lake Park Drive, Suite 101	Smyrna	GA	30080	Public Charity	A Night of Hope	5,000
Make a Wish Foundation	1230 Johnson Ferry Road	Marietta	GA	30068	Public Charity	General Operations	200
March of Dimes	PO Box 6708	Lake Worth	FL	33466	Public Charity	General Operations	200
Marcus Jewish Community Center	5342 Tilly Mill Road	Atlanta	GA	30338	Public Charity	Honoring Jack Halpern	5,000
Massachusetts General Hospital	165 Cambridge Street, Suite 600	Boston	MA	02114	Public Charity	General Operations	200
Monmouth University	400 Cedar Avenue	West Long Branch	NJ	07764	Public Charity	Honor of Henni & John Kessler	100
National Aids Foundation	1424 K Street, NW, 2nd Floor	Washington	DC	20005	Public Charity	General Operations	1,000
National Children's Leukemia	7316 Avenue U	Brooklyn	NY	11234	Public Charity	General Operations	100
National Council of Jewish Women	53 West 23rd Street, 6th Floor	New York	NY	10010	Public Charity	General Operations	1,000
National Federation of the Blind	1800 Johnston Street	Baltimore	MD	21230	Public Charity	General Operations	200
National Law Enforcement - Officer	400 7th Street NW	Washington	DC	20004	Public Charity	General Operations	100
National Multiple Sclerosis Society	3201 W Commercial Blvd, Suite 127	Ft Lauderdale	FL	33309	Public Charity	General Operations	200
New Leash on Life	16742 Placenta Cyn Road	New Hall	CA	91321	Public Charity	General Operations	1,000
Noahs Ark	712 LG-Griffin Road	Locust Grove	GA	30248-4317	Public Charity	General Operations	200
Officer Down Foundation	600 Fisk Avenue, #201	Brownwood	TX	76801	Public Charity	General Operations	100

THE BILLI MARCUS FOUNDATION INC.
990 PF Attachment
For the Year Ending December 31, 2010
EIN: 58-2396542

Name of Charitable Organization	Address	City	State	Zip Code	Status of Recipient	Purpose of Grant	Amount
Ovarian Cancer Institute	960 Johnson Ferry Road, Suite 130	Atlanta	GA	30342	Public Charity	Research for Cancer	1,000
Paralyzed Veterans of America	801 Eighteenth Street, NW	Washington	DC	20006	Public Charity	General Operations	200
Paralyzed Veterans of America	801 Eighteenth Street, NW	Washington	DC	20006	Public Charity	General Operations	100
Parkinson's Research Foundation	420 Beach Road Suite 701	Sarasota	FL	34242	Public Charity	General Operations	200
Peggy Crosby Center	348 South Fifth Street	Highlands	NC	28741	Public Charity	Window Angel	1,000
Play for Pink	60 East 56th Street, 8th Floor	New York	NY	10022	Public Charity	Hole Sponsor	100
Police Protective Fund	1009 W 6th Street, #205	Austin	TX	78703	Public Charity	General Operations	100
Rainbow Village	3160 Main Street, Suite 100	Duluth	GA	30096	Public Charity	General Operations	500
Second Wind Dreams	4343 Shallowford Road, Suite E-6	Marionetta	GA	30062	Public Charity	Enhancing Lives of Elders	500
Shepherd Center Foundation	2020 Peachtree Road, NW	Atlanta	GA	30309	Public Charity	General Operations	200
Sloan-Kettering Cancer Center	1275 York Avenue	New York	NY	10065	Public Charity	Clinical Research	200
Smile Train, The	41 Madison Avenue, 28th Floor	New York	NY	10010	Public Charity	General Operations	200
SOS Children's Villages	3681 Northwest 59th Place	Coconut Creek	FL	33073	Public Charity	General Operations	3,000
Special Olympics CA	P O Box 96002	Washington	DC	20090	Public Charity	General Operations	5,000
St Jude Cancer Hospital	501 St. Judes Place	Memphis	TN	38105	Public Charity	General Operations	1,200
Susan G. Komen for the Cure	4840 Roswell Road, Bldg D, Suite 100	Atlanta	GA	30342	Public Charity	Breast Cancer Research	1,000
The Bridge	1559 Johnson Road, NW	Atlanta	GA	30318	Public Charity	Helping Abused Families	10,000
The Cohen Home	10485 Jones Bridge Road	Alpharetta	GA	30022	Public Charity	Annual Campaign	500
East Lake Foundation	425 South Legacy Trail	St. Augustine	FL	32092	Public Charity	2010 Charlie Yates Tournament	1,000
The Humane Society	2100 L Street, NW	Washington	DC	20037	Public Charity	Animal Rescue Team	200
The Link	348 Mt. Vernon Hwy, NE	Sandy Springs	GA	30328	Public Charity	Healing Services	5,000
The Schenck School	282 Mt. Paran Road, NW	Atlanta	GA	30327	Public Charity	Annual Campaign	1,000
The Temple	1589 Peachtree Sr, NE	Atlanta	GA	30309	Public Charity	Temple Endowment Fund	100
The Temple	1589 Peachtree Sr, NE	Atlanta	GA	30309	Public Charity	Rabbi's Disc (Berg)	100
Tomorrow's Smiles	4108 Park Road, Suite 406	Charlotte	NC	28209	Public Charity	Oral Health for Children	2,000
Toys for Tots	18251 Quantico Gateway Drive	Triangle	VA	22172	Public Charity	General Operations	200
Transylvania Regional Hospital Foundation	153 W Jordan Street	Brevard	NC	28712	Public Charity	Screening Mammography Fund	1,000
UNICEF	125 Maiden Lane	New York	NY	10038	Public Charity	General Operations	200
United Mitochondrial Disease	8085 Saltsburg Rd, Suite 201	Pittsburgh	PA	15239	Public Charity	General Operations	500
United States Olympic Committee	1 Olympic Plaza	Colorado Springs	CO	80909	Public Charity	General Operations	500
USO	6000 N Terminal Parkway, Suite 320	Atlanta	GA	30320	Public Charity	General Operations	200
Visiting Nurse Hospice Atlanta	5775 Glenridge Dr, NE	Atlanta	GA	30328	Public Charity	Hospice Care	4,000
Visiting Nurse Hospice Atlanta	5775 Glenridge Dr, NE	Atlanta	GA	30328	Public Charity	Hospice Care	100
Wade Hampton Foundation	PO Box 1888	Asheville	NC	28802	Public Charity	Community Foundation of Western NC	1,000
Wenstein Hospice	5150 Howell Mill Road, NW	Atlanta	GA	30309	Public Charity	General Operations	5,000
The Berman Museum	1440 Sprunt Street, NW	Atlanta	GA	30309	Public Charity	2009 Fall Gala	5,000
William Berman Jewish Home	3150 Howell Mill Road, NW	Atlanta	GA	30309	Public Charity	2009 Fall Gala	108
Women's Southern Golf	1257 Dillard Road	Highlands	NC	28741	Public Charity	Souvenir Program	2,000
GA State Golf Foundation	121 Village Parkway, Building 3	Marionetta	GA	30067	Public Charity	Yates Scholarship Program	25,000
Zoo Atlanta	800 Cherokee Avenue, SE	Atlanta	GA	30315	Public Charity	General Operations	1,000
TOTAL							316,508

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

File a separate application for each return

¥ If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ~~~~~ | ☒ X

¥ If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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

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

Part I only ~~~~~ |

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) ~~~~~ | 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

FREDERICK S. SLAGLE

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

Telephone No | 404-240-7700

FAX No |

¥ If the organization does not have an office or place of business in the United States, check this box ~~~~~ |

¥ If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box | _____ If it is for part of the group, check this box | _____ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for | ☒ X calendar year 2010 or | tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	5,780.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	3,280.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	2,500.

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

LHA For Paperwork Reduction Act Notice, see Instructions

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization		Employer identification number
	THE BILLI MARCUS FOUNDATION, INC.		58-2396542
	Number, street, and room or suite no. If a P O box, see instructions		
	C/O HOPE Y. SWEATT, WINDHAM BRANNON - 3630 PEACHTREE ROAD NE, STE 600		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	ATLANTA, GA 30326		

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

FREDERICK S. SLAGLE

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

Telephone No ☒ 404-240-7700

FAX No ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011

5 For calendar year 2010, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	5,780.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	5,780.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

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

Signature ☐

Title ☐ CPA

Date ☐

Form 8868 (Rev. 1-2011)