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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

2010

Department of the Treasury
Internal Revenue Service

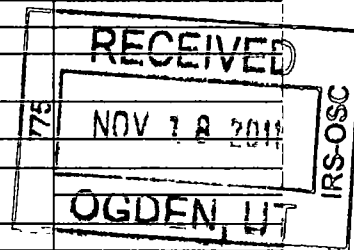
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning , 2010, 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 WILBUR AND HILDA GLENN FAMILY FOUNDATION		A Employer identification number 58-6328896
Number and street (or P O box number if mail is not delivered to street address) 42 Lenox Pointe		B Telephone number (see the instructions) (404) 214-9755
City or town Atlanta		C If exemption application is pending, check here ☐
State ZIP code GA 30324-3170		D 1 Foreign organizations, 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		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, column (c), line 16) \$ 145,645,936.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		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) (see the instructions))		(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 (att sch)				
2	Ch ☒ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	809,995.	809,995.		
4	Dividends and interest from securities	258,740.	258,740.		
5a	Gross rents				
b	Net rental income or (loss)		L-6a Stmt		
6a	Net gain/(loss) from sale of assets not on line 10	-2,408,686.			
b	Gross sales price for all assets on line 6a	13,110,903.			
7	Capital gain net income (from Part IV, line 2)		2,790,336.		
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/(loss) (att sch)				
11	Other income (attach schedule) See Line 11 Stmt	6,601,245.	-1,765,499.		
12	Total. Add lines 1 through 11	5,261,294.	2,093,572.		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)	2,000.	2,000.		
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instr) See Line 18 Stmt	35,000.	35,000.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Line 23 Stmt	286,791.	286,791.		
24	Total operating and administrative expenses. Add lines 13 through 23	323,791.	323,791.		
25	Contributions, gifts, grants paid	7,254,230.			7,254,230.
26	Total expenses and disbursements. Add lines 24 and 25	7,578,021.	323,791.		7,254,230.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-2,316,727.			
b	Net investment income (if negative, enter -0-)		1,769,781.		
c	Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash — non-interest-bearing			129,168.	129,168.
	2	Savings and temporary cash investments		22,270,776.	18,049,101.	17,906,042.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule)				
	b	Investments — corporate stock (attach schedule)		10,541,204.		
	c	Investments — corporate bonds (attach schedule) L-10c Stmt			23,522,894.	23,833,153.
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) L-13 Stmt		131,132,614.	119,926,704.	103,777,573.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		163,944,594.	161,627,867.	145,645,936.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
N E T A S S E T S F U N D B A L A N C E S	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		163,944,594.	161,627,867.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)		163,944,594.	161,627,867.	
31	Total liabilities and net assets/fund balances (see the instructions)		163,944,594.	161,627,867.		

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	163,944,594.
2	Enter amount from Part I, line 27a	2	-2,316,727.
3	Other increases not included in line 2 (itemize) misc	3	
4	Add lines 1, 2, and 3	4	161,627,867.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	161,627,867.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Horizon Separately Managed Account		P	various	various
b Symons Separately Managed Account		P	various	various
c BNY Mellon Mutual Funds		P	various	various
d Wimbledon HDN		P	various	various
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 3,036,672.		4,484,880.	-1,448,208.
b 1,300,839.		1,718,499.	-417,660.
c 8,773,392.		9,316,210.	-542,818.
d 5,199,022.		0.	5,199,022.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-1,448,208.
b			-417,660.
c			-542,818.
d 0.	0.	0.	5,199,022.
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	2,790,336.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 		3	

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	7,932,786.	145,164,961.	0.054647
2008	7,982,172.	175,504,247.	0.045481
2007	8,602,681.	184,429,093.	0.046645
2006	7,604,670.	169,505,243.	0.044864
2005	2,022,500.	144,024,584.	0.014043

2 Total of line 1, column (d)	2	0.205680
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.041136
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	142,360,174.
5 Multiply line 4 by line 3	5	5,856,128.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,698.
7 Add lines 5 and 6	7	5,873,826.
8 Enter qualifying distributions from Part XII, line 4	8	7,254,230.

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 the instructions)

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	17,698.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	17,698.
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	17,698.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	39,583.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	39,583.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,885.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 21,885. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) GA - Georgia		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Sharon R. Fisher, CPA</u> Telephone no <u>(404) 214-9755</u> Located at <u>42 Lenox Pointe</u> <u>Atlanta</u> <u>GA</u> ZIP + 4 <u>30324-3169</u>			
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 <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			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
1 a 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 the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
3 a 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.)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?☐ 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?

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 (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas K. Glenn, II 42 Lenox Pointe Atlanta GA 30324	Pres./Trustee 20.00	0.	0.	0.
Louise R. Glenn 42 Lenox Pointe Atlanta GA 30324	Trustee 2.00	0.	0.	0.
Louisa Glenn D'Antignac 42 Lenox Pointe Atlanta GA 30324	Trustee 2.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE GA 0	0 0.00	0.	0.	0.
0				
0				
0				
0				

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). 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

None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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	142,360,174.
b	Average of monthly cash balances	1b	2,167,921.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	144,528,095.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	144,528,095.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,167,921.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	142,360,174.
6	Minimum investment return. Enter 5% of line 5	6	7,118,009.

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	7,118,009.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	17,698.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,698.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	7,100,311.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,100,311.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	7,100,311.

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	7,254,230.
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	7,254,230.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	17,698.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,236,532.

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				7,100,311.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			6,104,050.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	0.			
b From 2006	0.			
c From 2007	0.			
d From 2008	0.			
e From 2009	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 7,254,230.				
a Applied to 2009, but not more than line 2a			6,104,050.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				1,150,180.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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 instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				5,950,131.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2007	0.			
c Excess from 2008	0.			
d Excess from 2009	0.			
e Excess from 2010	0.			

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

N/A

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- NONE**

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE**

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed
- The Foundation does not accept unsolicited requests for funds.**

- b The form in which applications should be submitted and information and materials they should include.
- n/a**

- c Any submission deadlines:
- n/a**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> Southeastern Council of Foundations Atlanta GA 30303		Public Charity	Annual	16,230.
American Red Cross Atlanta Chapter Atlanta GA 30303		Public Charity	Emergency Relief	25,000.
Association of Fundraising Professionals Atlanta GA 30303		Public Charity	General Support	1,000.
Atlanta Botanical Gardens Atlanta GA 30329		Public Charity	General Support	500,000.
Piedmont Hospital Foundation Atlanta GA 30309 See Line 3a statement		Public charity	General Support	333,000.
				6,379,000.
Total			3a	7,254,230.
<i>b Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	809,995.	
4	Dividends and interest from securities			14	258,740.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	2,790,336.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Partnership Distributions	523000	-419,359.	14		
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		-419,359.		3,859,071.	
13	Total. Add line 12, columns (b), (d), and (e)					3,439,712.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Partnership Distributions	6,601,245.		
Partnership Taxable Income		-1,765,499.	
Total	6,601,245.	-1,765,499.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	35,000.	35,000.		
Foreign Tax				
Total	35,000.	35,000.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Investment Advisor Fee	273,550.	273,550.		
Bank Service Charges	13,241.	13,241.		
Total	286,791.	286,791.		

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Rand Glenn Hagen 42 Lenox Pointe Atlanta GA 30324	Trustee 2.00	0.	0.	0.
Person ☒ Business ☐ Henry Bowden, Jr. 191 Peachtree St Atlanta GA 30309	Trustee 0.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Atlanta Center for Self Sufficiency Atlanta GA 30308		Public Charity	General Support	Person or Business ☒ 50,000.
Atlanta Children's Shelter Atlanta GA 30308		Public Charity	Capacity Building	Person or Business ☒ 50,000.
Atlanta Union Mission Atlanta GA 30308		Public Charity	General Support	Person or Business ☒ 100,000.
Children's Healthcare of Atlanta Atlanta GA 30329		Public Charity	Hughes Spalding	Person or Business ☒ 1,000,000.
CHRIS CHRIS Kids, Inc Atlanta GA 30329		Public Charity	General Support	Person or Business ☒ 50,000.
Community Foundation for Greater Atlanta Atlanta GA 30303		Public Charity	CCHR Support	Person or Business ☒ 1,550,000.
Consumer Credit Counseling Service Atlanta GA 30303		Public Charity	Capacity Building	Person or Business ☒ 50,000.
Communities in Schools of Georgia Atlanta GA 30308		Public Charity	General Support	Person or Business ☒ 200,000.
Covenant Community, Inc Atlanta GA 30308		Public Charity	General Support	Person or Business ☒ 25,000.
Crossroads Community Ministries Atlanta GA 30308		Public Charity	General Support	Person or Business ☒ 75,000.
Emory University Law School Atlanta GA 30322		Public Charity	General Support	Person or Business ☒ 10,000.
Georgia Tech Foundation Atlanta GA 30303		Public Charity	Ivan Allen Prize	Person or Business ☒ 1,000,000.
Families First Atlanta GA 30357		Public Charity	Ways to Work Program	Person or Business ☒ 12,500.
First Presbyterian Preschool Atlanta GA 30309		Public Charity	Technology	Person or Business ☒ 10,000.
First United Methodist Church Little Rock AR 72201		Public Charity	General Support	Person or Business ☒ 5,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Georgia CORE				Person or ☐ Business ☒
Atlanta GA 30313		Public Charity	General Support	250,000.
Grady Memorial Hospital Corporation		Public Charity	General Support	Person or ☐ Business ☒
Atlanta GA 30309		Public Charity	General Support	334,000.
Giving USA Foundation		Public Charity	General Support	Person or ☐ Business ☒
Glenview IL 46202		Public Charity	General Support	10,000.
Institute for Christian and Jewish Studies		Public Charity	General Support	Person or ☐ Business ☒
Baltimore MD 21204		Public Charity	General Support	50,000.
Island Institute Isleford Project		Public Charity	General Support	Person or ☐ Business ☒
Rockland ME 04841		Public Charity	General Support	50,000.
Jewish Family & Career Services		Public Charity	Ways to Work Initiative	Person or ☐ Business ☒
Atlanta GA 30308		Public Charity	Ways to Work Initiative	12,500.
Genesis Shelter		Public Charity	General Support	Person or ☐ Business ☒
Atlanta GA 30308		Public Charity	General Support	210,000.
MARR, Inc		Public Charity	General Support	Person or ☐ Business ☒
Doraville GA 30340		Public Charity	General Support	10,000.
Providence Christian Academy		Public Charity	General Support	Person or ☐ Business ☒
Lilburn GA 30072		Public Charity	General Support	5,000.
Points of Light Institute		Public Charity	General Support	Person or ☐ Business ☒
Atlanta GA 30318		Public Charity	General Support	75,000.
Prevent Blindness Georgia		Public Charity	General Support	Person or ☐ Business ☒
Atlanta GA 30303		Public Charity	General Support	100,000.
St. Lukes TACC		Public Charity	General Support	Person or ☐ Business ☒
Atlanta GA 30308		Public Charity	General Support	25,000.
Teach for America		Public Charity	General Support	Person or ☐ Business ☒
Atlanta GA 30322		Public Charity	General Support	100,000.
The General Theological Seminary		Public Charity	General Support	Person or ☐ Business ☒
New York NY 10011		Public Charity	General Support	10,000.
Trinity Community Ministries		Public Charity	General Support	Person or ☐ Business ☒
Atlanta GA 30312		Public Charity	General Support	50,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a <i>Paid during the year</i>				
United Methodist Children's Home Decatur GA 30030		Public Charity	General Support	Person or Business ☒ 50,000.
United Way of Metro Atlanta Atlanta GA 30303		Public Charity	Regional Commission on Homelessness	Person or Business ☒ 500,000.
Visiting Nurse Health System, Inc Norcross GA 30071		Public Charity	General Support	Person or Business ☒ 50,000.
Whiteford Community Program Atlanta GA 30317		Public Charity	General Support	Person or Business ☒ 50,000.
Young Harris College Young Harris GA 30583		Public Charity	Capital Campaign	Person or Business ☒ 250,000.

Total

6,379,000.

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
BNY Mellon Fixed Income Portfolio	23,522,894.	23,833,153.
Total	<u>23,522,894.</u>	<u>23,833,153.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Aberdeen Emerging Markets	1,924,265.	2,394,551.
Artisan International Value	3,856,883.	4,414,830.
Aston Barings Intl Fund	3,884,137.	4,042,795.
Frontegra Ironbridge SMID	5,029,293.	6,447,000.
Vanguard Index Fund	3,493,829.	3,971,577.
Chatham Fund III	4,760,000.	5,299,000.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Continued

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
CLBW Lender LP	4,500,000.	4,050,000.
Cosentino Signature Wines PLC	22,742.	0.
DV Premium Finance Lender LP	2,132,500.	1,100.
ELBCP I, LP	6,303,960.	2,450,600.
ETF Venture Fund II	2,100,000.	1,918,000.
GF Capital RE II	4,268,572.	4,268,572.
GF Capital Real Estate Development Fund	6,757,389.	6,757,389.
HWC Investors, LLC	7,080,599.	6,372,539.
Kettle Hill Offshore LTD	2,500,000.	4,644,701.
LBC Credit Partners, LP	5,032,899.	3,740,350.
LEM Investors, LP	5,414,863.	4,373,097.
LEM Real Estate Mezzanine Fund	4,051,000.	2,602,265.
Logan Lender	2,939,344.	2,658,041.
Mercantile Refinance, LP	2,750,000.	15,200.
Metro Development Real Estate Fund, LP	3,258,132.	300.
Milestone Real Estate II	1,831,613.	1,675,452.
Mundane International, Ltd.	0.	0.
Nextstage Capital LP	1,722,000.	1,264,023.
Optima Partners Global	0.	0.
Portolan Pilot Offshore Fund LTD	2,500,000.	4,505,031.
PPH Investments LLC	7,500,000.	4,499,500.
Quarry Lender	1,466,667.	1,320,000.
SLG Land Investments	10,950,000.	8,896,900.
Turner Emerging Growth Fund	3,752,000.	4,920,874.
Voyager Advantage Master Fund LTD	335,096.	12,734.
Voyager Partners Offshore	1,560,068.	2,171,484.
Weston-Atlas Partners Fund	644,186.	629,203.
Wimbledon Financing Series	4,324,344.	2,531,188.
Wimbledon HDN Offshore LTD	530,323.	179,277.
Seagraves Investment LP	750,000.	750,000.
Total	<u>119,926,704.</u>	<u>103,777,573.</u>