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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation ABRAHAM J. & PHYLLIS KATZ FOUNDATION		A Employer identification number 11-6442077
Number and street (or P O box number if mail is not delivered to street address) 57 AMLAJACK BLVD.		B Telephone number (see instructions) (770) 304-3035
City or town, state, and ZIP code SHENANDOAH, GA 30265-1093		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 65,645,262		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,355,842.	2,872,584.	3,355,842.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	351,857.			
	b Gross sales price for all assets on line 6a 3,799,885.				
	7 Capital gain net income (from Part IV, line 2)		351,857.		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	3,707,699.	3,224,441.	3,355,842.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 1	26,082.	13,041.	13,041.	13,041.
	b Accounting fees (attach schedule) ATCH 2	19,611.	9,805.	9,805.	9,805.
	c Other professional fees (attach schedule) *	124,587.			124,587.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	119,409.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	5,434.			5,434.
	23 Other expenses (attach schedule) ATCH 5	3,000.			3,000.
	24 Total operating and administrative expenses. Add lines 13 through 23	298,123.	22,846.	22,846.	155,867.
	25 Contributions, gifts, grants paid	2,224,715.			2,224,715.
26 Total expenses and disbursements Add lines 24 and 25	2,522,838.	22,846.	22,846.	2,380,582.	
27 Subtract line 26 from line 12	1,184,861.				
a Excess of revenue over expenses and disbursements		3,201,595.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			3,332,996.		

For Paperwork Reduction Act Notice, see instructions.

*ATCH 3 JSA *

ATCH 4

Form 990-PF (2011)

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PAGE 8

31X 114

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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	11,108,157.	3,844,360	3,844,360.
	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 instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule) *	10,084,514.	11,145,678.	11,970,502
	b Investments - corporate stock (attach schedule) ATCH 7	11,193,807.	15,402,759.	15,506,856
	c Investments - corporate bonds (attach schedule) ATCH 8	28,310,820	31,489,362.	32,907,544
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 9)	1,450,000.	1,416,000	1,416,000.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	62,147,298.	63,298,159.	65,645,262.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	1,450,000.	1,416,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	1,450,000.	1,416,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds . .	60,697,298.	61,882,159.	
	30 Total net assets or fund balances (see instructions)	60,697,298.	61,882,159.	
31 Total liabilities and net assets/fund balances (see instructions)	62,147,298.	63,298,159.		

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	60,697,298.
2 Enter amount from Part I, line 27a	2	1,184,861.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	61,882,159.
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	61,882,159.

* ATCH 6

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
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	351,857.	
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 instructions) If (loss), enter -0- in Part I, line 8			3	0	

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 (col (b) divided by col (c))
2010	2,906,855.	61,722,043.	0.047096
2009	2,771,075.	52,345,075.	0.052939
2008	3,647,339.	45,684,487.	0.079838
2007	2,188,688.	14,896,563.	0.146926
2006	454,383.	12,784,218.	0.035542
2 Total of line 1, column (d)			2 0.362341
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 0.072468
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 63,087,786.
5 Multiply line 4 by line 3			5 4,571,846.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 32,016.
7 Add lines 5 and 6			7 4,603,862.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 2,380,582.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	64,032.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	64,032.
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	64,032
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	75,000
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	125,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	178.
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	60,790.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 60,790 Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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?	Yes	No
1 a			X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
1 b			X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c	Did the foundation file Form 1120-POL for this year?		X
1 c			X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
2	If "Yes," attach a detailed description of the activities		
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
3			X
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 a			X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
4 b		N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
5	If "Yes," attach the statement required by General Instruction T		
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	
6		X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
7		X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY,		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
8 b		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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
10			X

Form 990-PF (2011)

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> ALEXANDER S. KATZ Telephone no <input type="checkbox"/> 770-304-3035			
Located at <input type="checkbox"/> 57 AMLAJACK BLVD SHENANDOAH, GA ZIP + 4 <input type="checkbox"/> 30265-1093				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				
16	At any time during calendar year 2011, 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 <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2011? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	4b	X

Form 990-PF (2011)

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 ☒ Nob 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)? ☐ Yes ☒ NoOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATTACHMENT 10		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				

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

Form 990-PF (2011)

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
ATTACHMENT 11		124,587.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION SUPPORTS YOUNG MUSICIANS BOTH IN PERFORMANCE AND COMPOSITION, AND GIVES THEM THE OPPORTUNITY TO PERFORM BEFORE MUSICALLY KNOWLEDGEABLE AUDIENCES.	435,282.
2 THE FOUNDATION SUPPORTS SCIENTIFIC AND MEDICAL RESEARCH, MAKES GRANTS TO RESEARCHERS IN ACCORDANCE WITH APPROVED PROCEDURES.	1,286,173.
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	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

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	58,035,169
b	Average of monthly cash balances	1b	6,013,345
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	64,048,514
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	64,048,514
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	960,728
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	63,087,786.
6	Minimum investment return. Enter 5% of line 5	6	3,154,389.

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	
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,380,582.
b	Program-related investments - total from Part IX-B	1b	
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	2,380,582.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,380,582.

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.

Form 990-PF (2011)

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$				
a Applied to 2010, but not more than line 2a				
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 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011, (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				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form 990-PF (2011)

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

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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	3,154,389.	2,727,013.	2,225,283	2,281,091	10,387,776.
b 85% of line 2a	2,681,231.	2,317,961	1,891,491	1,938,927.	8,829,610.
c Qualifying distributions from Part XII, line 4 for each year listed	2,380,582	2,906,855	2,771,075.	3,647,339.	11,705,851
d Amounts included in line 2c not used directly for active conduct of exempt activities	503,260.	377,875.	226,500.	110,000.	1,217,635
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	1,877,322.	2,528,980.	2,544,575	3,537,339.	10,488,216
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).	0	0.			0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,102,926.	2,057,401.	1,744,836.	1,522,816.	7,427,979.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					

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

ATTACHMENT 12

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

ATTACHMENT 13

c Any submission deadlines:

NONE

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SCHEDULE ATTACHED				2,224,715.
Total			3a	2,224,715.
<i>b Approved for future payment</i> ATTACHMENT 14				
Total			3b	1,416,000.

Form 990-PF (2011)

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	3,355,842.		
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	351,857.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b OTHER INCOME						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				3,707,699.		
13 Total. Add line 12, columns (b), (d), and (e)					3,707,699.	

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

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

- | | | Yes | No |
|---|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[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

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check	if
-------	----

PTIN

DANIEL A. GOLUB

Date
NOV 13 2011

P00039208

Firm's name ▶ GRANT THORNTON LLP

Firm's EIN ▶ 36-6055558

Firm's address ► 666 THIRD AVENUE
NEW YORK, NY

10017-4057

Phone no. 212-599-0100

ABRAHAM J. & PHYLLIS KATZ FOUNDATION

GRANTS, PROGRAM SUPPORT AND OTHER CONTRIBUTIONS, FOR YEAR ENDED DECEMBER 31, 2011

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

The Chamber Music Society of Lincoln Center	public	2010 ROSE Concert Series(6) hall rental, security, advertising & production, artist travel exp	\$75,000
Atlanta Symphony Orchestra	public	Salaries, space rental, equipment etc - to build youth involvement and active participation	152,500
Associazione Musicale LaGalleria Armonica	public	2011 Concert-musician expenses, hall etc	42,782
Mister Holland's Opus	public	Supply instruments to young students to participate in targeted school music programs	50,000
Atlanta Music Project	public	Directed scholarships for aspiring musicians	40000
Emory Chamber Music Society of Atlanta	public	Salary for VEGA Quartet 2011 concert program-Fia Durrett & Jessica Wu Violins, Yinzi Kong Viola, Guang Wang Cello	75,000
			<u>\$435,282</u>

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

		Principal Investigator	
Emory University Retinal/ Eye Center	public	J Boatright PhD	\$253,607
Emory University Medical - Children Med Outreach	public	V Johnson M D	175,000
University of Texas M D Anderson Cancer	public	E Schpall, PhD	98,250
St. Jude Childrens Research Hospital Inc.	public	M Kasten, M D	125,000
Piedmont Newnan Hospital	public	S Deshavo, Clinical Officer, RN, MPH	100,300
Foundation Fighting Blindness	public	S Rose, MD head of research	10,000
Cleveland Cord Blood Center	public	M Laughlin, MD, PHD	489,016
Winship Cancer Center	public	Help develop structure for enhanced patient family support	35,000
			<u>\$ 1,286,173</u>

ABRAHAM J. & PHYLLIS KATZ FOUNDATION**GRANTS, PROGRAM SUPPORT AND OTHER CONTRIBUTIONS, FOR YEAR ENDED DECEMBER 31, 2011****Other Donations to approved Charitable organizations**

ARVO Foundation for Eye Research Elizabeth Anderson Foundation	public	\$10,000
Atlanta Community Food Bank	public	152,500
Atlanta Ronald McDonald House Charities	public	10,000
Boys and Girls Clubs of Metro Atlanta, Inc	public	10,000
Camp Twin Lakes	public	100,000
CASA Coweta Court Appointed Special Advocates, Inc	public	10,000
Center for the Visually Impaired	public	15,000
Council on Foundation	public	5,760
CURE Childhood Cancer Inc	public	10,000
Families of Children Under Stress	public	10,000
Fayette County Council on Domestic Violence	public	10,000
Flint River Council, Boy Scouts of America	public	7,000
Foundation Center-Atlanta	public	1,000
Fragile Kids Foundation	public	10,000
Georgia Transplant Foundation	public	8,000
Lekotex of Georgia, Inc.	public	10,000
Patrons of the Centre, INC	public	10,000
Robert W Woodruff Arts Center	public	5,000
Sight Savers America	public	10,000
Southeastern Council of Foundation	public	2,500
Special Olympics GA. Inc	public	15,000
Summit Family YMCA	public	10,000
The Atlanta Opera Inc	public	5,000
The Joseph Sams School, Inc	public	10,000
Visiting Nurse/Hospice Atlanta	public	35,000
Voices for Georgia's Children	public	20,000
Young Artist Competition	public	1,500
		<hr/>
		\$ 503,260
		<hr/>
		\$2,224,715
		<hr/>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,799,885.		LONG-TERM SECURITIES 3,448,028				P	351,857	
TOTAL GAIN (LOSS)					<u>351,857</u>	

ATTACHMENT 1FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SUTHERLAND, ASBILL&BRENNAN LLP	26,082.	13,041.	13,041.	13,041.
TOTALS	<u>26,082.</u>	<u>13,041.</u>	<u>13,041.</u>	<u>13,041.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GRANT THORNTON LLP	19,611.	9,805.	9,805.	9,805.
TOTALS	<u>19,611.</u>	<u>9,805.</u>	<u>9,805.</u>	<u>9,805.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
DEVA HIRSH	124,587.	124,587.
TOTALS	<u>124,587.</u>	<u>124,587.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
INCOME TAXES	119,409.
TOTALS	<u>119,409.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
NYS FILING FEE	3,000.
TOTALS	<u>3,000.</u>

CHARITABLE
PURPOSES
3,000.

3,000.

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 6</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US OBLIGATIONS TOTAL		
STATE AND MUNICIPAL BONDS	11,145,678.	11,970,502.
STATE OBLIGATIONS TOTAL	<u>11,145,678.</u>	<u>11,970,502.</u>

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

11-6442077

<u>QUANTITY</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
10,000 AEGON NV PRE 3F FLTG RATE 7 25	233,000	221,000
10,000 AEGON NV PRE3F PERP FLTG RATE	207,305	159,500
9,487 ALLIZN SE 8 375	249,982	242,203
2,000 APPLE	761,193	810,000
10,000 ASTRAZENCA	510,367	462,900
20,000 AT&T INC	526,906	604,800
10,000 ATT	239,999	302,400
45,000 BANK OF AMERICA	840,366	250,200
20,000 BIOMED RLTY TR INC PFD SER A 7 375%	435,737	508,600
10,000 BK AM PRF8 25	238,303	219,600
25,000 BRISTOL MYERS	523,398	881,000
20,000 BRITISH PETR	759,904	854,800
10,000 CITIGROUP	336,178	263,100
10,000 CITIGROUP CAP 7 875	276,000	260,600
11,500 CITIGROUP INC COM NEW	386,535	302,565
10,000 CREDIT SUISSE GUERNSEY BRANCH 07 90% 03/28/2013 PFD	250,003	255,500
5,000 DUPONT	210,745	228,900
20,000 EATON VANCE GLOBAL FUND	259,228	205,600
15,000 FRONTIER COMM	105,453	77,250
50,000 GENERAL ELECTRIC	908,814	895,500
20,000 GMAC LLC NT 7 25%	497,200	407,800
10,000 ING GROEP N V PFD 8 50% PERPETUAL	250,003	217,800
30,000 Lilly	1,034,204	1,246,800
10,000 LLOYDS BANKING GROUP 7 75	260,000	255,700
10,000 MERCK & CO INC	328,958	377,000
20,000 MICROSOFT	504,685	519,200
5,000 NAT HEALTH	228,685	219,900
25,000 NORDIC AMERICAN TANKERS	732,355	299,750
15,000 PENGROWTH ENERGY TRUST	147,827	157,950
30,000 PFIZER	529,210	649,200
10,000 PITNEY BOWES	234,941	185,400
12,000 PNC FIN SVCS PRF L (PREV NATL CITY)	244,203	336,000
10,000 REYNOLDS ALUM	252,703	414,200
10,000 ROYAL DUTCH	502,603	760,100
14,570 t rowe price	350,801	486,638
30,000 TEEKAY TANKERS	297,600	105,600
10,000 UIL HLDG	270,365	353,700
10,000 US BANCORP DEL DEPOSITARY SHS REPSTG 1/1000TH PERP PFD SER D 7 875%	252,003	273,300
20,000 WINDSTREAM CORP	224,997	234,800
TOTAL INVESTMENT EQUITIES	\$15,402,759	\$15,506,856

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

11-6442077

<u>Quantity</u>	<u>ADJ COST MKT VALUE</u>	<u>12/31/2011 MKT VALUE</u>
250,000 AFLAC INC SRNT 6 90 12/17/39	260,563	277,965
600,000 ALCOA INC NOTES 5 550% 02/01/2017 MAKE WHOLE	551,357	639,840
250,000 ALCOA INC SR NOTE 6 000% 01/15/2012 MAKE WHOLE ISIN #US0	250,075	250,250
250,000 ALLEGHENY LUDLUM CORP 6 95000% 12/15/2025 DEB	247,762	283,075
250,000 AMBAC FINL GROUP INC DEB 9 37500% 08/01/2011	248,548	30,325
250,000 AMERICAN EXPRESS CO NT 6 15000% 08/28/2017	248,652	285,925
250,000 AMERICAN GEN FIN MEDTM SRNT BE 5 85000% 06/01/2013 FR	248,950	220,000
250,000 AMERICAN MUN PWR 5 672 02/15/21	251,875	273,645
250,000 ARCELORMITTAL 5 375 6/10/13	236,148	255,925
250,000 ARCHER DANIELS MIDLAND CO 8 37500% 04/15/2017 DEB	279,786	326,000
250,000 BANK OF AMERICA 3/15/17 5 42%	260,156	225,550
1,000,000 Bank of Americas step	1,000,000	787,900
500,000 BARCLAYS BK PLC NOTE 5 125 1/8/20	511,500	513,610
500,000 BARCLEYS 5% 1/27/26	495,318	453,600
500,000 BB&T CORP SB NT 5.20000% 12/23/2015	491,034	535,300
250,000 BESTFOODS MTN BE FR 6 62500% 04/15/2028	269,684	335,950
750,000 BP CAP MKT 5 25 11/7/13	726,068	804,450
500,000 BRISTOL MYERS SQUIBB CO 7 15000% 06/15/2023 DEB	555,477	693,650
250,000 CHESAPEAKE ENERGY 6 875 11/15/20	238,542	267,500
38,753 CIT GROUP 7 0 5/1/15	38,753	38,831
64,590 CIT GROUP 7 05/1/16	64,590	64,590
90,426 CIT GROUP 7 05/1/17	90,426	90,426
250,000 COCA COLA ENTERPRISES INC 8.50000% 02/01/2022 DEB	300,584	365,975
250,000 CONAGRA FOODS INC SR NT 7.12500% 10/01/2026	263,542	294,175
250,000 COUNTRYWIDE FINL CORP MTN BK 5 80000% 06/07/2012 FR	249,402	250,525
500,000 CREDIT SUISSE N Y NOTE 06.00000% 02/15/2018	503,350	493,100
250,000 CROWN CASTLE 9.01/15/2015	265,835	270,950
250,000 DAYTON HUDSON CORP DEB 6 65000% 08/01/2028	254,760	316,925
500,000 DEUTSCHE TELEKOM INTL FIN B V 5 250% 07/22/2013 MAKE WHC	499,787	525,450
250,000 DEUTSCHE BANK AG LONDON 4 875 05/20/13	267,219	255,550
250,000 DONELLY RR 7.625% due 6/15/20	261,477	233,750
250,000 DOW CHEM 6 0 10/1/12	248,658	259,625
250,000 DRESDNER BANK AG 7.25 9/15/15	275,000	209,678
250,000 EATON CORP DEB 7 65000% 11/15/2029	291,673	361,050
250,000 FORD 8.125 DUE 1/15/20	300,315	294,275
500,000 FORD 8.7 DUE 1/15/14	556,553	558,300
350,000 FORD MTR CRED 7.5 8/1/12	349,527	361,235

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

11-6442077

Quantity	ADJ COST MKT VALUE	12/31/2011 MKT VALUE
500,000 FORD NOTES 3 % DUE 6/20/13	500,006	494,750
300,000 FREEPORT MCMORAN 8 37 40/01/17	296,860	317,250
250,000 GE CAPITAL INTERNOTES 5 10000% 07/15/2014 FR	250,001	261,125
250,000 GENERAL MLS INC NOTES 5 700% 02/15/2017 MAKE WHOLE	250,854	292,925
750,000 GENL ELEC CAP CORP MTN 5 625% 09/15/2017 ISIN #US36962G3I	707,259	830,100
250,000 GENWORTH FIN 5 75 6/15/14	241,845	247,200
250,000 GENWORTH FIN 6 51 5/22/18	233,391	229,450
500,000 GOLDMAN SACHS CAPITAL 12/29/49	435,000	307,500
2,000,000 GOLDMAN SACHS GROUP INC 5 75000% 10/01/2016 SR NT	2,021,986	2,073,800
500,000 HARTFORD FINANCIAL SERV 6 625 3/30/40	507,090	496,205
250,000 HEINZ H J CO DEB 6 37500% 07/15/2028	249,596	294,125
250,000 HOST MARRIOT 6.75 DUE 6/1/16	257,547	256,875
250,000 INTL PAPER CO DEB 6 87500% 11/01/2023	256,007	276,050
250,000 JOHNSON & JOHNSON DEB 6 73000% 11/15/2023	280,787	360,450
500,000 JPMORGAN CHASE & CO 6 3 4/23/19	499,286	566,300
750,000 JPMORGAN CHASE & CO PERPETUAL PFD 07 90000% 12/31/2049	744,819	798,525
250,000 KEYCORP MEDIUM TERM NTS BE 6 50000% 05/14/2013 SR NT	241,392	264,500
135,000 KINDER MORGAN ENERGY PTR 7 4 3/15/31	148,500	161,310
250,000 KRAFT FOODS INC BOND 06 12500% 02/01/2018 ISIN #US50075N/	250,422	293,050
150,000 LLOYDS TSB BANK PLC 6 375 % 01/21/21	160,013	150,320
250,000 LOWES COS INC DEB 6 50000% 03/15/2029	249,797	307,225
250,000 LOWES COS INC DEB 6 87500% 02/15/2028	258,142	313,750
250,000 MARATHON OIL 6 0 10/1/17	229,111	290,875
250,000 MEADWESTVACO CORP SRDEB 6 80 11/15/32	229,832	232,550
405,000 MELLON CAPITAL IV 12/29/49	379,181	319,950
250,000 MERRILL LYNCH CO INC MTN BE 5 00000% 02/03/2014 FR	247,405	248,725
500,000 MOBIL CORP DEB 8 62500% 08/15/2021	636,231	759,000
250,000 MORGAN STANLEY STEP	250,005	241,325
250,000 MORGAN STANLEY 5% 7/25	247,748	229,525
250,000 MOTOROLA INC NOTE 5 375% 11/15/2012 MAKE WHOLE ISIN #US	247,651	258,275
250,000 NEWS AMER HLDGS INC DEB 7 75000% 01/20/2024	276,076	309,000
750,000 NOMURA SECURITY STOPS	750,000	676,800
250,000 PROLOGIS 6 25% DUE 3/15/17	249,661	272,625
500,000 PROTECTIVE LIFE SRNT 8 45 10/39	539,950	572,945
250,000 PRUDENTIAL FINL4.75 4/0/14	235,674	263,575
250,000 RITE AID6.875 8/15/13	234,964	244,375
250,000 ROY BK SCOT5.05 1/8/15	234,746	203,850
250,000 SLM 8.45% due 6/15/2018	253,478	257,500

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

11-6442077

<u>Quantity</u>	<u>ADJ COST</u>	<u>12/31/2011</u>
	<u>MKT VALUE</u>	<u>MKT VALUE</u>
216,000 SUNCOR ENERGY 6 1 6/1/18	195,825	255,701
500,000 SUNTRUST BANK 04/01/15	473,575	468,710
250,000 SUNTRUST PREFERRED CAPT 12/29/49	194,425	170,000
250,000 SUNURBAN PRO 6 DUE 3/15/20	267,181	260,000
250,000 TARGET CORP MTN BE FR 4 87500% 05/15/2018	240,763	280,775
250,000 TARGET CORP NT 5 37500% 05/01/2017	249,078	293,825
250,000 TIME WARNER ENTMT CO LP 8 37500% 07/15/2033 SRSUBDB	288,215	327,675
250,000 TORCHMARK CORP SRNT 9 250 6/15/19	307,750	307,108
250,000 TRANS OCEAN SEDCO7 375% 4/18	243,954	269,050
250,000 US STEEL 7 0 2/1/18	245,325	247,500
50,000 VALERO ENG SRNT 7 5 4/15/32	53,752	58,503
500,000 VERIZON COMM INC NT 5 500% 04/01/2017 MAKE WHOLE	496,384	578,900
500,000 WAL MART STORES INC NT 5 80000% 02/15/2018	517,355	612,900
250,000 WAL MART STORES INC NT 5 87500% 04/05/2027	248,925	303,950
500,000 WELLS FARGO(WACHOVIA) PERP PFD CL A SER K 7 98000% 12/1/18	499,578	535,650
250,000 WM WRIGLEY JR CO NOTES 4 650% 07/15/2015 MAKE WHOLE	232,019	258,750
TOTAL INVESTMENT CORP. BONDS	\$31,489,362	\$32,907,544

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
APPROPRIATED GRANTS	1,416,000.	1,416,000.
TOTALS	<u>1,416,000.</u>	<u>1,416,000.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ALEXANDER S. KATZ 57 AMLAJACK BLVD. SHENANDOAH, GA 30265-1093	TRUSTEE 10.00	0	0	0
DAVID KATZ 57 AMLAJACK BLVD SHENANDOAH, GA 30265	TRUSTEE 10.00	0	0	0
ESTHER KATZ 57 AMLAJACK BLVD SHENANDOAH, GA 30265	TRUSTEE 10.00	0	0	0
ELLEN B. DOFT 57 AMLAJACK BLVD SHENANDOAH, GA 30265	TRUSTEE 10.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
DEV HIRSCH 1579F MONROE DRIVE, SUITE 933 ATLANTA, GA 30324	ADMINISTRATION	124,587.
TOTAL COMPENSATION		<u>124,587</u>

ATTACHMENT 12

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

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

ATTACHMENT 13

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

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

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 14

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEVELAND CORD BLOOD 25001 EMERY ROAD CLEVELAND, OH 44128	NONE PUBLIC CHARITY		MEDICAL RESEARCH	500,000
LINCOLN CENTER CHAMBER MUSIC SOCIETY 70 LINCOLN CENTER PLAZA NEW YORK, NY 11023	NONE PUBLIC CHARITY		MUSICAL PERFORMANCE	75,000
EMORY UNIVERSITY - VEGA QUARTET SCHWARTZ CENTER FOR PERFORMING ARTS 1700 N DECATUR ROAD ATLANTA, GA 30322	NONE PUBLIC CHARITY		MUSICAL PERFORMANCE	75,000
EMORY UNIVERSITY EMORY EYE CENTER- BOATRIGHT 1365-B CLIFTON ROAD NE ATLANTA, GA 30322	NONE PUBLIC CHARITY		MEDICAL RESEARCH	165,000
EMORY UNIVERSITY-CARDIOLOGY- SPERLIN 1639 PIERCE DRIVE ATLANTA, GA 30322	NONE PUBLIC CHARITY		MEDICAL RESEARCH	187,500
MD ANDERSEN - SCHPALL 1500 HOLCOMB HOUSTON, TX 77030	NONE PUBLIC CHARITY		MEDICAL RESEARCH	133,000

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

ATTACHMENT 14 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	MEDICAL RESEARCH	125,000
ATLANTA SYMPHONY PROGRAMS 1280 PEACHTREE STREET NE ATLANTA, GA 30309	MUSICAL PERFORMANCE	155,500
TOTAL CONTRIBUTIONS APPROVED		<u>1,416,000</u>

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable)

OMB No 1545-0092

2011

Name of estate or trust

ABRAHAM J & PHYLLIS KATZ FOUNDATION

Employer identification number

11-6442077

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	351,857.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	351,857.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

JSA

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PAGE 37

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		351,857.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		351,857.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . .	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	25		
26	Subtract line 25 from line 24.	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

Employer identification number

11-6442077

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	351,857.
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Schedule D-1 (Form 1041) 2011