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 , **and ending**

Name of foundation
BARBARA AND SANFORD H. ORKIN FOUNDATION,

A Employer identification number
58-1451650

Number and street (or P O box number if mail is not delivered to street address)
3050 PEACHTREE ROAD

Room/suite
530

B Telephone number
4042312333

City or town, state, and ZIP code
ATLANTA, GA 30305

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☒ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 12,064,742.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(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))

			(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	3,886,453.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	153.	153.		STATEMENT 1
	4	Dividends and interest from securities	186,914.	186,914.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	510,850.			
	b	Gross sales price for all assets on line 6a 2,061,177.				
	7	Capital gain net income (from Part IV, line 2)		510,850.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	-42,443.	-42,443.		STATEMENT 3
	12	**Total** Add lines 1 through 11	4,541,927.	655,474.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 4	76,416.	76,416.		0.
	17	Interest				
	18	Taxes STMT 5	12,718.	2,328.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	55.	0.		0.
	22	Printing and publications				
	23	Other expenses STMT 6	4,013.	3,572.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	93,202.	82,316.		0.
	25	Contributions, gifts, grants paid	328,294.			328,294.
	26	**Total expenses and disbursements.** Add lines 24 and 25	421,496.	82,316.		328,294.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	4,120,431.			
	b	**Net investment income** (if negative, enter -0-)		573,158.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2011)

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,332.	16,133.	16,133.
	2	Savings and temporary cash investments	472,476.	8,569.	8,569.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 8	2,888,223.	4,199,427.	7,248,914.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	3,575,194.	4,612,389.	4,791,126.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	6,938,225.	8,836,518.	12,064,742.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	6,938,225.	8,836,518.	
	30	**Total net assets or fund balances**	6,938,225.	8,836,518.	
	31	**Total liabilities and net assets/fund balances**	6,938,225.	8,836,518.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,938,225.
2	Enter amount from Part I, line 27a	2	4,120,431.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,058,656.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	2,222,138.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,836,518.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,061,177.		1,918,039.	510,850.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				510,850.

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 } 2 510,850.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	313,195.	6,139,172.	.051016
2009	436,702.	4,719,305.	.092535
2008	437,473.	6,531,138.	.066983
2007	450,883.	7,849,716.	.057439
2006	448,048.	6,170,533.	.072611

2	**Total** of line 1, column (d)	2	.340584
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	.068117
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,449,436.
5	Multiply line 4 by line 3	5	711,784.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,732.
7	Add lines 5 and 6	7	717,516.
8	Enter qualifying distributions from Part XII, line 4	8	328,294.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	11,463.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	11,463.
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	11,463.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,687.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	11,687.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	12.
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	212.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶		212. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ N/A

14 The books are in care of ▶ SANFORD ORKIN Telephone no ▶404-231-2333

Located at ▶3050 PEACHTREE RD, STE 530, ATLANTA, GA ZIP+4 ▶30305

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SANFORD ORKIN 3050 PEACHTREE RD, STE 530 ATLANTA, GA 30305	PRES. 0.50	0.	0.	0.
BARBARA ORKIN 3050 PEACHTREE RD, STE 530 ATLANTA, GA 30305	VP 0.50	0.	0.	0.
HAROLD ABRAMS 1100 PEACHTREE ST. #2800 ATLANTA, GA 30309	SEC. 0.50	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes.		
a	Average monthly fair market value of securities	1a	10,253,876.
b	Average of monthly cash balances	1b	354,688.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,608,564.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,608,564.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	159,128.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,449,436.
6	**Minimum investment return** Enter 5% of line 5	6	522,472.

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	522,472.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 11,463.		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	11,463.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	511,009.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	511,009.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	511,009.

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	328,294.
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	328,294.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	328,294.

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

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					511,009.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years _______ , _______ , _______			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006	151,929.				
b From 2007	71,886.				
c From 2008	118,763.				
d From 2009	201,671.				
e From 2010	12,374.				
f **Total** of lines 3a through e		556,623.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 328,294.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					328,294.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		182,715.			182,715.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		373,908.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		373,908.			
10 Analysis of line 9					
a Excess from 2007	41,100.				
b Excess from 2008	118,763.				
c Excess from 2009	201,671.				
d Excess from 2010	12,374.				
e Excess from 2011					

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 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 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))

SANFORD ORKIN

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AHAVATH ACHIM CONGREGATION 600 PEACHTREE BATTLE ATLANTA, GA 30327		501(C)(3)	RELIGIOUS	43,844.
AMERICAN JEWISH COMMITTEE 3525 PIEDMONT ROAD, NE ATLANTA, GA 30305		501(C)(3)	CIVIC ORGANIZATION	5,000.
ANTI DEFAMATION LEAGUE 3490 PIEDMONT ROAD ATLANTA, GA 30305		501(C)(3)	CIVIC ORGANIZATION	3,000.
ATLANTA JEWISH FILM FESTIVAL 3525 PIEDMONT ROAD, NE ATLANTA, GA 30305		501(C)(3)	CIVIC ORGANIZATION	3,000.
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET, NE ATLANTA, GA 30309		501(C)(3)	CIVIC ORGANIZATION	1,750.
Total SEE CONTINUATION SHEET(S)			▶ 3a	328,294.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	153.	
4 Dividends and interest from securities			14	186,914.	
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			14	-47,487.	5,044.
8 Gain or (loss) from sales of assets other than inventory			18	510,850.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		650,430.	5,044.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 655,474.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date 4.15.14

Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES J. LOWRY	CPA	3.17.14		P01231359

Firm's name ▶ SHO INVESTMENT MANAGEMENT COMPANY

Firm's EIN ▶ 26-0640672

Firm's address ▶ 3050 PEACHTREE RD, NW, SUITE 530
ATLANTA, GA 30305

Phone no 404-231-2333

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
BARBARA AND SANFORD H. ORKIN FOUNDATION,	58-1451650

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. *An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF),* but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization

BARBARA AND SANFORD H. ORKIN FOUNDATION,

Employer identification number

58-1451650

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SANFORD H. ORKIN 3050 PEACHTREE ROAD, NW ATLANTA, GA 30305	$ 3,886,453.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
BARBARA AND SANFORD H. ORKIN FOUNDATION,	58-1451650

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	59,833 COMMON SHARES ALLIED WORLD ASSURANCE	$ 3,886,453.	04/29/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
BARBARA AND SANFORD H. ORKIN FOUNDATION,	58-1451650

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CONTINUATION FOR 990-PF, PART IV

BARBARA AND SANFORD H. ORKIN FOUNDATION, 58-1451650 PAGE 1 OF 1

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	GS EQUITY & FIXED INCOME - SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
b	GS GSAM LCCV - SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
c	GS NEUBERGER BERMAN LARGE CAP - SEE ATTACHED DETA	P	VARIOUS	VARIOUS
d	GS GSAM LCCV - SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
e	PASSTHROUGH FROM CHATHAM FUND, LP			
f	PASSTHROUGH FROM FULCRUM FUND QO, LLC			
g	GS GSAM LCCG - SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a	1,676,727.		1,552,843.	123,884.
b	135,621.		135,678.	-57.
c	196,594.		199,087.	-2,493.
d	4,414.		4,840.	-426.
e				25,101.
f				342,611.
g	25,110.		25,591.	-481.
h	22,711.			22,711.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
a				123,884.
b				-57.
c				-2,493.
d				-426.
e				25,101.
f				342,611.
g				-481.
h				22,711.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	510,850.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

Account Group Foundation
From 01-Jan-2011 To 31-Dec-2011
Realized Gains/Losses

Qty	Description	Trade Date	Date Sold	Proceeds	Cost	Gain/Loss	Gain Type	Acct Number
50,000	EKSPORTFINANS ASA LINKED TO INR VS USD 0% COUPON DUE APRIL 26, 2011 STRUCTURED NOTE	9 Mar-10	26-Apr-11	50,000 00	50,000 00	-	Long-Term	003-50171-5
25,000	EKSPORTFINANS ASA LINKED TO INR VS USD 0% COUPON DUE APRIL 26, 2011 STRUCTURED NOTE	9 Mar-10	26-Apr-11	25,000 00	25,000 00	-	Long-Term	003-50171-5
125	THE GOLDMAN SACHS GROUP, INC LINKED TO MSCI EAFE 0% COUPON DUE 09/20/2011 STRUCTURED NOTE	3-Sep-09	8-Aug-11	127,743 75	125,000 00	2,743 75	Long-Term	003-50171-5
35	EKSPORTFINANS ASA LINKED TO S&P 500 0% COUPON DUE 08/19/2011 STRUCTURED NOTE	5-Feb-10	19-Aug-11	41,370 00	35,000 00	6,370 00	Long-Term	003 50171-5
30	EKSPORTFINANS ASA LINKED TO S&P 500 0% COUPON DUE 08/19/2011 STRUCTURED NOTE	5-Feb-10	19-Aug-11	35,460 00	30,000 00	5,460 00	Long-Term	003-50171-5
250	EKSPORTFINANS ASA LINKED TO S&P 500 0% COUPON DUE 08/19/2011 STRUCTURED NOTE	5-Feb-10	19-Aug-11	295,500 00	250,000 00	45,500 00	Long-Term	003-50171-5
100	EKSPORTFINANS ASA LINKED TO STOXX MID 200 INDEX 0% COUPON DUE 08/25/2011 STRUCTURED NOTE	13-Nov-09	25-Aug-11	100,706 88	100,000 00	706 88	Long-Term	003-50171-5
25	EKSPORTFINANS ASA LINKED TO STOXX MID 200 INDEX 0% COUPON DUE 08/25/2011 STRUCTURED NOTE	13-Nov-09	25-Aug-11	25,176 72	25,000 00	176 72	Long-Term	003-50171-5
5	THE GOLDMAN SACHS GROUP, INC LINKED TO THE S &P 500 0% COUPON DUE 10/03/2011 STRUCTURED NOTE	11-Sep-09	31-Aug-11	5,796 00	5,000 00	796 00	Long-Term	003-50171-5
5	THE GOLDMAN SACHS GROUP, INC LINKED TO THE S &P 500 0% COUPON DUE 10/03/2011 STRUCTURED NOTE	11-Sep-09	2-Sep-11	5,616 85	5,000 00	616 85	Long-Term	003-50171-5
100,000	THE GOLDMAN SACHS GROUP, INC LNK TO BIC + IT VS USD (FX) 0% COUPON DUE 10/3/2011 STRUCTURED NOTE	3-Sep-09	13-Sep-11	113,000 00	104,777 94	8,222 06	Long-Term	003-50171-5
125	THE GOLDMAN SACHS GROUP, INC LINKED TO MSCI EAFE 0% COUPON DUE 10/03/2011 STRUCTURED NOTE	11-Sep-09	3-Oct-11	125,000 00	125,000 00	-	Long-Term	003-50171 5
625	RABOBANK NEDERLAND, UTRECHT LINKED TO S&P 500 0% COUPON DUE 12/12/2011 STRUCTURED NOTE	17-Sep-10	12-Dec-11	678,125 00	625,000 00	53,125 00	Long-Term	003-50171-5
430	ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND FUND ETF	27-Oct-10	14-Dec-11	48,232 17	48,065 62	166 56	Long-Term	003-50171-5
				1,676,727 37	1,552,843 56	123,883 82		
21	BAXTER INTERNATIONAL INC CMN	16-Dec-10	13-Jan-11	1,057 21	1,096 62	(39 41)	Short-Term	003-55149-6
36	DOW CHEMICAL CO CMN	16-Dec-10	13-Jan-11	1,280 62	1,234 80	45 82	Short-Term	003-55149-6
28	RANGE RESOURCES CORPORATION CMN	16-Dec-10	14-Jan-11	1,344 94	1,181 60	163 34	Short-Term	003-55149-6
49	RANGE RESOURCES CORPORATION CMN	16 Dec-10	21-Jan-11	2,232 98	2,067 80	165 18	Short-Term	003-55149-6
5	OCCIDENTAL PETROLEUM CORP CMN	16-Dec-10	25-Jan-11	481 94	470 80	11 14	Short-Term	003-55149-6
25	THE TRAVELERS COMPANIES, INC CMN	16-Dec-10	25-Jan-11	1,404 77	1,387 75	17 02	Short-Term	003-55149-6
14	THE TRAVELERS COMPANIES, INC CMN	16-Dec-10	26-Jan-11	788 12	777 14	10 98	Short-Term	003-55149-6
22	HONEYWELL INTL INC CMN	16-Dec-10	26-Jan-11	1,220 71	1,163 58	57 13	Short-Term	003-55149-6
77	ARCHER DANIELS MIDLAND CO CMN	16-Dec-10	2-Feb-11	2,713 74	2,336 18	377 56	Short-Term	003-55149-6
9	OCCIDENTAL PETROLEUM CORP CMN	16-Dec-10	4-Feb-11	879 84	847 44	32 40	Short-Term	003-55149-6
55	BAXTER INTERNATIONAL INC CMN	16-Dec-10	8-Feb-11	2,692 90	2,872 10	(179 20)	Short-Term	003-55149-6
17	BIOGEN IDEC INC CMN	16-Dec-10	23-Feb-11	1,144 83	1,150 05	(5 22)	Short-Term	003-55149-6
10	OCCIDENTAL PETROLEUM CORP CMN	16-Dec-10	24-Feb-11	1,039 58	941 60	97 98	Short-Term	003-55149-6
63	WEATHERFORD INTERNATIONAL LTD CMN	21-Dec-10	2-Mar-11	1,275 98	1,425 13	(149 15)	Short-Term	003-55149-6
59	WEATHERFORD INTERNATIONAL LTD CMN	22-Dec-10	2-Mar-11	1,194 97	1,339 90	(144 93)	Short-Term	003-55149-6
31	WEATHERFORD INTERNATIONAL LTD CMN	4-Feb-11	2-Mar-11	627 87	754 01	(126 15)	Short-Term	003-55149-6
8	CLIFFS NATURAL RESOURCES INC CMN	14-Jan-11	11-Mar-11	695 15	695 31	(0 16)	Short-Term	003-55149-6
53	AFLAC INCORPORATED CMN	16-Dec-10	18-Mar-11	2,697 52	2,934 61	(237 09)	Short-Term	003-55149-6
48	CBS CORPORATION CMN CLASS B	16-Dec-10	25-Mar-11	1,191 54	861 60	329 94	Short-Term	003-55149-6
32	EMC CORPORATION MASS CMN	16-Dec-10	30-Mar-11	862 32	726 40	135 92	Short-Term	003-55149-6
69	SLM CORPORATION CMN	16-Dec-10	30-Mar-11	1,068 53	845 25	223 28	Short-Term	003-55149-6
15	NEWFIELD EXPLORATION CO CMN	16-Dec-10	30-Mar-11	1,147 98	1,067 70	80 28	Short-Term	003-55149-6
22	BIOGEN IDEC INC CMN	16-Dec-10	1-Apr-11	1,604 21	1,488 30	115 91	Short-Term	003-55149-6
14	BIOGEN IDEC INC CMN	16-Dec-10	4-Apr-11	1,022 93	947 10	75 83	Short-Term	003-55149-6
19	ENTERGY CORPORATION CMN	16-Dec-10	11-Apr-11	1,242 38	1,337 41	(95 03)	Short-Term	003-55149-6
17	ENTERGY CORPORATION CMN	16-Dec-10	12-Apr-11	1,111 22	1,196 63	(85 41)	Short-Term	003-55149-6
17	HONEYWELL INTL INC CMN	16-Dec-10	21-Apr-11	1,020 53	899 13	121 40	Short-Term	003-55149-6
23	EMC CORPORATION MASS CMN	16-Dec-10	27-Apr-11	646 89	522 10	124 79	Short-Term	003-55149-6
78	THE BANK OF NY MELLON CORP CMN	16-Dec-10	28-Apr-11	2,229 16	2,296 32	(67 16)	Short-Term	003-55149-6
42	CBS CORPORATION CMN CLASS B	16-Dec-10	4-May-11	1,101 75	753 90	347 85	Short-Term	003-55149-6
29	HESS CORPORATION CMN	22-Mar-11	4-May-11	2,242 33	2,373 49	(131 16)	Short-Term	003-55149-6
11	NEWFIELD EXPLORATION CO CMN	16-Dec-10	4-May-11	726 55	782 98	(56 43)	Short-Term	003-55149-6
21	DOW CHEMICAL CO CMN	16-Dec-10	4-May-11	834 89	720 30	114 59	Short-Term	003-55149-6
86	CBS CORPORATION CMN CLASS B	16-Dec-10	6-Jul-11	2,439 59	1,543 70	895 89	Short-Term	003-55149-6
31	AMERICAN ELECTRIC POWER INC CMN	16-Dec-10	12-Jul-11	1,185 72	1,112 59	73 13	Short-Term	003-55149-6
52	HARTFORD FINANCIAL SRVCS GROUP CMN	16-Dec-10	12-Jul-11	1,339 49	1,345 24	(5 75)	Short-Term	003-55149-6
11	CLIFFS NATURAL RESOURCES INC CMN	14-Jan-11	12-Jul-11	1,045 60	956 05	89 55	Short-Term	003-55149-6
88	FORD MOTOR COMPANY CMN	16-Dec-10	12-Jul-11	1,165 21	1,465 20	(299 99)	Short-Term	003-55149-6
143	GENERAL ELECTRIC CO CMN	16-Dec-10	12-Jul-11	2,652 62	2,549 69	102 93	Short-Term	003-55149-6
169	BANK OF AMERICA CORP CMN	16-Dec-10	12-Jul-11	1,741 15	2,142 92	(401 77)	Short-Term	003-55149-6
77	U S BANCORP CMN	16-Dec-10	12-Jul-11	1,929 19	2,014 32	(85 13)	Short-Term	003-55149-6
15	OCCIDENTAL PETROLEUM CORP CMN	16-Dec-10	12-Jul-11	1,545 52	1,412 40	133 12	Short-Term	003-55149-6
30	JOHNSON CONTROLS INC CMN	16-Dec-10	12-Jul-11	1,238 96	1,159 50	79 46	Short-Term	003-55149-6
10	FRANKLIN RESOURCES INC CMN	16-Dec-10	12-Jul-11	1,322 12	1,165 80	156 32	Short-Term	003-55149-6
20	WELLPOINT, INC CMN	16-Dec-10	12-Jul-11	1,527 77	1,134 20	393 57	Short-Term	003-55149-6
47	PPL CORPORATION CMN	12-Apr-11	12-Jul-11	1,313 17	1,227 08	86 09	Short-Term	003-55149-6
20	CAMERON INTERNATIONAL CORP CMN	7-Mar-11	12-Jul-11	990 38	1,240 82	(250 44)	Short-Term	003-55149-6
21	AMERIPRISE FINANCIAL, INC CMN	6-May-11	12-Jul-11	1,177 02	1,208 47	(31 45)	Short-Term	003-55149-6
37	CVS CAREMARK CORPORATION CMN	16-Dec-10	12-Jul-11	1,397 12	1,272 06	125 06	Short-Term	003-55149-6
37	GENERAL MILLS INC CMN	16-Dec-10	12-Jul-11	1,374 15	1,351 98	22 17	Short-Term	003-55149-6
177	BOSTON SCIENTIFIC CORP COMMON STOCK	9-Feb-11	12-Jul-11	1,286 73	1,226 17	60 56	Short-Term	003-55149-6
47	ADOBE SYSTEMS INC CMN	16-Dec-10	12-Jul-11	1,429 88	1,335 74	94 14	Short-Term	003-55149-6
60	MERCK & CO , INC CMN	16-Dec-10	12-Jul-11	2,149 33	2,206 20	(56 87)	Short-Term	003-55149-6
24	BOEING COMPANY CMN	16-Dec-10	12-Jul-11	1,726 38	1,552 08	174 30	Short-Term	003-55149-6

Account Group Foundation
From 01-Jan-2011 To 31-Dec-2011
Realized Gains/Losses

Qty	Description	Trade Date	Date Sold	Proceeds	Cost	Gain/Loss	Gain Type	Acct Number
16	CONOCOPHILLIPS CMN	30-Mar-11	12-Jul-11	1,198 53	1,278 67	(80 14)	Short-Term	003-55149-6
1	EVEREST RE GROUP LTD CMN	27-Jan-11	12-Jul-11	83 07	86 18	(3 11)	Short-Term	003-55149-6
57	DISH NETWORK CORPORATION CMN CLASS A	16-Dec-10	12-Jul-11	1,768 45	1,039 11	729 34	Short-Term	003-55149-6
361	SPRINT NEXTEL CORPORATION CMN	16-Dec-10	12-Jul-11	1,979 52	1,523 42	456 10	Short-Term	003-55149-6
63	COMCAST CORPORATION CMN CLASS A VOTING	16-Dec-10	12-Jul-11	1,566 96	1,371 51	195 45	Short-Term	003-55149-6
40	UNILEVER N V NY SHS (NEW) ADR CMN	6-Jan-11	12-Jul-11	1,291 18	1,218 70	72 48	Short-Term	003-55149-6
3	GOOGLE, INC CMN CLASS A	16-Dec-10	12-Jul-11	1,613 51	1,778 07	(164 56)	Short-Term	003-55149-6
27	TEVA PHARMACEUTICAL IND LTD ADS	16-Dec-10	12-Jul-11	1,330 30	1,414 53	(84 23)	Short-Term	003-55149-6
17	CELGENE CORPORATION CMN	1-Apr 11	12-Jul-11	1,044 17	979 54	64 63	Short-Term	003-55149-6
55	EMC CORPORATION MASS CMN	16-Dec-10	12-Jul-11	1,487 52	1,248 50	239 02	Short-Term	003-55149-6
8	SUNTRUST BANKS INC $1 00 PAR CMN	21-Dec-10	12-Jul-11	201 48	222 69	(21 21)	Short-Term	003-55149-6
47	SUNTRUST BANKS INC $1 00 PAR CMN	20-Dec-10	12-Jul-11	1,183 70	1,272 93	(89 23)	Short-Term	003-55149-6
1	SUNTRUST BANKS INC $1 00 PAR CMN	22-Dec-10	12-Jul-11	25 19	28 83	(3 64)	Short-Term	003-55149-6
22	*DEVON ENERGY CORPORATION (NEW) CMN*	*21-Jan-11*	*12-Jul-11*	*1,724 51*	*1,831 14*	*(106 63)*	*Short-Term*	*003-55149-6*
30	P G & E CORPORATION CMN	16-Dec-10	12-Jul 11	1,277 01	1,430 70	(153 69)	Short-Term	003-55149-6
20	HONEYWELL INTL INC CMN	16-Dec-10	12-Jul-11	1,152 37	1,057 80	94 57	Short-Term	003-55149-6
79	SLM CORPORATION CMN	16-Dec-10	12-Jul-11	1,289 25	967 75	321 50	Short-Term	003-55149-6
7	EVEREST RE GROUP LTD CMN	26-Jan-11	12-Jul-11	581 49	599 27	(17 78)	Short-Term	003-55149-6
66	JPMORGAN CHASE & CO CMN	16-Dec-10	12-Jul-11	2,621 98	2,669 70	(47 72)	Short-Term	003-55149-6
31	PRUDENTIAL FINANCIAL INC CMN	16-Dec-10	12-Jul-11	1,927 31	1,797 69	129 62	Short-Term	003-55149-6
26	*DOW CHEMICAL CO CMN*	*16-Dec-10*	*12-Jul-11*	*886 84*	*891 80*	*(4 96)*	*Short-Term*	*003-55149-6*
13	NEWFIELD EXPLORATION CO CMN	16-Dec-10	12-Jul-11	883 73	925 34	(41 61)	Short-Term	003-55149-6
20	PEPSICO INC CMN	16-Dec-10	12-Jul-11	1,384 12	1,313 00	71 12	Short-Term	003-55149-6
99	COMCAST CORPORATION CMN CLASS A VOTING	16-Dec-10	18-Jul-11	2,353 29	2,155 23	198 06	Short-Term	003-55149-6
16	DISH NETWORK CORPORATION CMN CLASS A	16-Dec-10	22-Jul-11	512 63	291 68	220 95	Short-Term	003-55149-6
1	GOOGLE, INC CMN CLASS A	16-Dec-10	22-Jul-11	610 36	592 69	17 67	Short-Term	003-55149-6
41	DOW CHEMICAL CO CMN	16-Dec-10	9-Aug-11	1,149 97	1,406 30	(256 33)	Short-Term	003-55149-6
7	PEPSICO INC CMN	16-Dec-10	16-Aug-11	446 28	459 55	(13 27)	Short-Term	003-55149-6
21	NEWFIELD EXPLORATION CO CMN	16-Dec-10	23-Aug-11	949 49	1,494 78	(545 29)	Short-Term	003-55149-6
12	CVS CAREMARK CORPORATION CMN	16-Dec-10	14-Sep-11	438 76	412 56	26 20	Short-Term	003-55149-6
4	CLIFFS NATURAL RESOURCES INC CMN	14-Jan-11	21-Sep-11	260 54	347 65	(87 11)	Short-Term	003-55149-6
4	CLIFFS NATURAL RESOURCES INC CMN	14-Jan-11	29-Sep-11	219 00	347 65	(128 65)	Short-Term	003-55149-6
9	CLIFFS NATURAL RESOURCES INC CMN	1-Feb-11	29-Sep-11	492 75	799 64	(306 89)	Short-Term	003-55149-6
13	CAMERON INTERNATIONAL CORP CMN	7-Mar-11	30-Sep-11	553 83	806 53	(252 70)	Short-Term	003-55149-6
24	OCCIDENTAL PETROLEUM CORP CMN	16-Dec-10	30-Sep-11	1,734 54	2,259 84	(525 30)	Short-Term	003-55149-6
48	CVS CAREMARK CORPORATION CMN	16-Dec-10	6-Oct-11	1,606 04	1,650 24	(44 20)	Short-Term	003-55149-6
74	DISH NETWORK CORPORATION CMN CLASS A	16-Dec-10	11-Oct-11	2,022 20	1,349 02	673 18	Short-Term	003-55149-6
7	WELLPOINT, INC CMN	16-Dec-10	19-Oct-11	461 24	396 97	64 27	Short-Term	003-55149-6
12	MERCK & CO , INC CMN	16-Dec-10	19-Oct-11	393 09	441 24	(48 15)	Short-Term	003-55149-6
7	CONOCOPHILLIPS CMN	30-Mar-11	25-Oct-11	497 46	559 42	(61 96)	Short-Term	003-55149-6
57	U S BANCORP CMN	16-Dec-10	28-Oct-11	1,480 74	1,491 12	(10 38)	Short-Term	003-55149-6
3	FRANKLIN RESOURCES INC CMN	16-Dec-10	1-Nov-11	303 94	349 74	(45 80)	Short-Term	003-55149-6
4	EVEREST RE GROUP LTD CMN	27-Jan-11	10-Nov-11	358 42	344 73	13 70	Short-Term	003-55149-6
7	WELLPOINT, INC CMN	16-Dec-10	10-Nov-11	480 13	396 97	83 16	Short-Term	003-55149-6
14	MERCK & CO , INC CMN	16-Dec-10	10-Nov-11	490 77	514 78	(24 01)	Short-Term	003-55149-6
3	EVEREST RE GROUP LTD CMN	25-Jan-11	10-Nov-11	268 82	253 97	14 85	Short-Term	003-55149-6
3	EVEREST RE GROUP LTD CMN	25-Jan-11	10-Nov-11	268 82	256 98	11 84	Short-Term	003-55149-6
69	BANK OF AMERICA CORP CMN	16-Dec-10	22-Nov-11	372 66	874 92	(502 26)	Short-Term	003-55149-6
58	MAXIM INTEGRATED PRODUCTS INC CMN	8-Aug-11	22-Nov-11	1,431 90	1,238 89	193 01	Short-Term	003-55149-6
69	BANK OF AMERICA CORP CMN	16-Dec-10	23-Nov-11	358 34	874 92	(516 58)	Short-Term	003-55149-6
8	BANK OF AMERICA CORP CMN	17-May-11	25-Nov-11	42 20	94 73	(52 53)	Short-Term	003-55149-6
67	BANK OF AMERICA CORP CMN	16-Dec-10	25-Nov-11	353 39	849 56	(496 17)	Short-Term	003-55149-6
19	BANK OF AMERICA CORP CMN	17-May-11	28-Nov-11	104 73	224 98	(120 25)	Short-Term	003-55149-6
40	BANK OF AMERICA CORP CMN	17-May-11	30-Nov-11	212 22	473 65	(261 43)	Short-Term	003-55149-6
18	CONOCOPHILLIPS CMN	30-Mar-11	13-Dec-11	1,272 13	1,438 50	(166 37)	Short-Term	003-55149-6
1	GENERAL MILLS INC CMN	16-Dec-10	14-Dec-11	39 78	36 54	3 24	Short-Term	003-55149-6
5	GENERAL ELECTRIC CO CMN	16-Dec-10	14-Dec-11	83 29	89 15	(5 86)	Short-Term	003-55149-6
5	JOHNSON CONTROLS INC CMN	16-Dec-10	15-Dec-11	145 51	193 25	(47 74)	Short-Term	003-55149-6
87	FORD MOTOR COMPANY CMN	16-Dec-10	15-Dec-11	892 02	1,448 55	(556 53)	Short-Term	003-55149-6
53	FORD MOTOR COMPANY CMN	6-Jul-11	15-Dec-11	543 41	743 97	(200 56)	Short-Term	003-55149-6
19	ADOBE SYSTEMS INC CMN	16-Dec 10	16-Dec-11	538 32	539 98	(1 66)	Short-Term	003-55149-6
19	CAMERON INTERNATIONAL CORP CMN	7-Mar-11	16-Dec-11	900 22	1,178 78	(278 56)	Short-Term	003-55149-6
18	PPL CORPORATION CMN	12-Apr-11	22-Dec-11	530 75	469 95	60 81	Short-Term	003-55149-6
23	EQT CORPORATION CMN	23-Aug-11	22-Dec-11	1,279 75	1,216 24	63 51	Short-Term	003-55149-6
26	CISCO SYSTEMS, INC CMN	19-Oct-11	22-Dec-11	471 54	451 81	19 73	Short-Term	003-55149-6
6	EQT CORPORATION CMN	18-Oct-11	22-Dec-11	333 85	390 23	(56 38)	Short-Term	003-55149-6
73	CISCO SYSTEMS, INC CMN	11-Oct-11	22-Dec-11	1,323 94	1,237 82	86 12	Short-Term	003-55149-6
111	BOSTON SCIENTIFIC CORP COMMON STOCK	31-Mar-11	22-Dec-11	581 04	819 48	(238 44)	Short-Term	003-55149-6
170	BOSTON SCIENTIFIC CORP COMMON STOCK	9-Feb-11	22-Dec-11	889 88	1,177 68	(287 80)	Short-Term	003-55149-6
1	GOOGLE, INC CMN CLASS A	14-Jan-11	22-Dec-11	630 59	622 87	7 73	Short-Term	003-55149-6
1	GOOGLE, INC CMN CLASS A	14-Jan-11	22-Dec-11	630 59	548 50	82 09	Short-Term	003-55149-6
				135,621 33	135,678 34	(56 99)		
43	JOHNSON CONTROLS INC CMN	16-Dec-10	20-Dec-11	1,263 74	1,661 95	(398 21)	Long-Term	003-55149-6
16	GENERAL MILLS INC CMN	16-Dec-10	22-Dec-11	645 62	584 64	60 98	Long-Term	003-55149-6
13	FRANKLIN RESOURCES INC CMN	16-Dec-10	22-Dec-11	1,236 17	1,515 54	(279 37)	Long-Term	003-55149-6
19	WELLPOINT, INC CMN	16-Dec-10	22-Dec-11	1,268 42	1,077 49	190 93	Long-Term	003-55149-6
				4,413 95	4,839 62	(425 67)		
11	CME GROUP INC CMN CLASS A	16-Dec-10	19-May-11	3,286 92	3,539 58	(252 66)	Short-Term	003-66365-5
61	PEPSICO INC CMN	16-Dec-10	19-May-11	4,369 57	4,004 65	364 92	Short-Term	003-66365-5

Account Group Foundation
From 01-Jan-2011 To 31-Dec-2011
Realized Gains/Losses

Qty	Description	Trade Date	Date Sold	Proceeds	Cost	Gain/Loss	Gain Type	Acct Number
1	GOOGLE, INC CMN CLASS A	26-Jan-11	19-May-11	531 77	618 84	(87 07)	Short-Term	003-66365-5
22	JOHNSON & JOHNSON CMN	16-Dec-10	19-May-11	1,454 19	1,374 12	80 07	Short-Term	003-66365-5
18	NETAPP, INC CMN	19-Apr-11	19-May-11	975 91	850 43	125 48	Short-Term	003-66365-5
46	NETAPP, INC CMN	24-Feb-11	19-May-11	2,493 99	2,333 12	160 87	Short-Term	003-66365-5
77	COSTCO WHOLESALE CORPORATION CMN	16-Dec-10	19-May-11	6,431 57	5,515 51	916 06	Short-Term	003-66365-5
8	PRAXAIR, INC CMN SERIES	7-Feb-11	19-May-11	837 92	762 00	75 92	Short-Term	003-66365-5
17	NETAPP, INC CMN	11-Mar-11	19-May-11	921 69	810 44	111 25	Short-Term	003-66365-5
11	PRAXAIR, INC CMN SERIES	23-Feb-11	19-May-11	1,152 14	1,070 33	81 81	Short-Term	003-66365-5
4	DEVON ENERGY CORPORATION (NEW) CMN	21-Mar-11	19-May-11	327 39	370 96	(43 57)	Short-Term	003-66365-5
134	AMERICAN TOWER CORPORATION CMN CLASS A	16-Dec-10	19-May-11	6,976 49	6,695 98	280 51	Short Term	003-66365 5
4	MASTERCARD INCORPORATED CMN CLASS A	14-Jan-11	19-May-11	1,136 81	942 42	194 39	Short-Term	003-66365-5
32	EQUINIX INC CMN	16-Dec-10	19-May-11	3,203 10	2,660 80	542 30	Short-Term	003-66365-5
162	CB RICHARD ELLIS GROUP, INC CMN CLASS A	16-Dec-10	19-May-11	4,372 29	3,269 16	1,103 13	Short-Term	003-66365-5
22	ST JUDE MEDICAL INC CMN	16-Feb-11	19-May-11	1,139 02	1,039 16	99 86	Short-Term	003-66365-5
25	XILINX INCORPORATED CMN	22-Dec-10	19-May-11	901 75	696 90	204 85	Short-Term	003-66365-5
13	MASTERCARD INCORPORATED CMN CLASS A	16-Dec-10	19 May-11	3,694 63	3,247 27	447 36	Short-Term	003-66365-5
42	AMERICAN EXPRESS CO CMN	24-Mar-11	19-May-11	2,175 76	1,910 62	265 14	Short-Term	003-66365-5
89	ST JUDE MEDICAL INC CMN	16-Dec-10	19-May-11	4,607 85	3,733 55	874 30	Short-Term	003-66365-5
139	CHARLES SCHWAB CORPORATION CMN	16-Dec-10	19-May-11	2,440 92	2,350 49	90 43	Short-Term	003-66365-5
57	TEVA PHARMACEUTICAL IND LTD ADS	16-Dec-10	19-May-11	2,857 45	2,986 23	(128 78)	Short-Term	003-66365-5
112	XILINX INCORPORATED CMN	16-Dec-10	19-May-11	4,039 86	3,177 44	862 42	Short-Term	003-66365-5
71	HALLIBURTON COMPANY CMN	16-Dec-10	19-May-11	3,313 33	2,854 91	458 42	Short-Term	003-66365-5
3	EMERSON ELECTRIC CO CMN	2-May-11	19-May-11	163 44	182 23	(18 79)	Short-Term	003-66365-5
37	EMERSON ELECTRIC CO CMN	3-May-11	19-May-11	2,015 71	2,156 57	(140 86)	Short-Term	003-66365-5
52	NORTHERN TRUST CORP CMN	16-Dec-10	19-May-11	2,569 57	2,848 56	(278 99)	Short-Term	003-66365-5
55	SOUTHWESTERN ENERGY CO CMN	16-Dec-10	19-May-11	2,294 08	1,953 60	340 48	Short-Term	003-66365-5
14	LOWES COMPANIES INC CMN	3-Mar-11	19-May-11	347 05	366 59	(19 54)	Short-Term	003-66365-5
232	LOWES COMPANIES INC CMN	16-Dec-10	19-May-11	5,751 17	5,895 12	(143 95)	Short-Term	003-66365-5
45	NIKE CLASS-B CMN CLASS B	16-Dec-10	19-May-11	3,867 16	4,008 15	(140 99)	Short-Term	003-66365-5
122	AVON PRODUCTS INC CMN	16-Dec-10	19-May-11	3,637 27	3,535 56	101 71	Short-Term	003-66365-5
9	NIKE CLASS-B CMN CLASS B	14-Apr-11	19-May-11	773 43	712 39	61 04	Short Term	003-66365-5
233	STAPLES, INC CMN	16-Dec-10	19-May-11	3,865 39	5,298 42	(1,433 03)	Short-Term	003-66365-5
25	OCCIDENTAL PETROLEUM CORP CMN	16-Dec-10	19-May-11	2,511 33	2,354 00	157 33	Short-Term	003-66365-5
29	STAPLES, INC CMN	5-Apr-11	19-May-11	481 10	591 68	(110 58)	Short-Term	003-66365-5
72	SCHLUMBERGER LTD CMN	16-Dec-10	19-May-11	5,988 80	5,821 92	166 88	Short-Term	003-66365-5
26	STAPLES, INC CMN	3-Mar-11	19-May-11	431 33	545 60	(114 27)	Short-Term	003-66365-5
74	THERMO FISHER SCIENTIFIC INC CMN	16-Dec-10	19-May-11	4,822 10	4,095 90	726 20	Short-Term	003-66365-5
85	CROWN CASTLE INTL CORP COMMON STOCK	16-Dec-10	19-May-11	3,519 01	3,550 45	(31 44)	Short-Term	003-66365-5
49	GILEAD SCIENCES CMN	16-Dec-10	19-May-11	1,970 56	1,848 77	121 79	Short-Term	003-66365-5
25	PRAXAIR, INC CMN SERIES	16-Dec-10	19-May-11	2,618 49	2,327 75	290 74	Short-Term	003-66365-5
12	THERMO FISHER SCIENTIFIC INC CMN	31 Jan-11	19-May-11	781 96	686 43	95 53	Short-Term	003-66365-5
159	QUALCOMM INC CMN	16-Dec-10	19-May-11	9,107 15	7,894 35	1,212 80	Short-Term	003-66365-5
7	CUMMINS INC COMMON STOCK	19-May-11	20-May-11	752 27	764 61	(12 34)	Short-Term	003-66365-5
35	TEXTRON INC DEL CMN	19-May-11	20-May-11	816 28	819 00	(2 72)	Short-Term	003-66365-5
7	FREEPORT-MCMORAN COPPER & GOLD CMN	19-May-11	23-May-11	328 87	334 74	(5 87)	Short-Term	003-66365-5
3	EOG RESOURCES INC CMN	19-May-11	23-May-11	315 91	315 80	0 12	Short-Term	003-66365-5
18	ORACLE CORPORATION CMN	16-Dec-10	23-May-11	597 96	546 21	51 75	Short-Term	003-66365-5
10	BORGWARNER INC CMN	19-May-11	23-May-11	677 35	712 02	(34 67)	Short-Term	003-66365-5
9	CAMERON INTERNATIONAL CORP CMN	19-May-11	23-May-11	425 60	429 88	(4 28)	Short-Term	003-66365-5
4	SALESFORCE COM, INC CMN	19-May-11	23-May-11	584 15	548 55	35 60	Short-Term	003-66365-5
8	CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES	19-May-11	25-May-11	419 68	438 20	(18 52)	Short-Term	003-66365-5
4	ALLERGAN INC CMN	19-May-11	25-May-11	326 20	333 22	(7 02)	Short-Term	003-66365-5
6	FIRST SOLAR, INC CMN	19-May-11	26-May-11	705 17	766 29	(61 12)	Short-Term	003-66365-5
27	TEXTRON INC DEL CMN	19-May-11	31-May-11	617 64	631 80	(14 16)	Short-Term	003-66365-5
15	CAMERON INTERNATIONAL CORP CMN	19-May-11	1-Jun-11	708 94	716 47	(7 53)	Short-Term	003-66365-5
6	FLOWSERVE CORPORATION CMN	19-May-11	1-Jun-11	712 40	724 09	(11 69)	Short-Term	003-66365-5
3	NETFLIX COM INC CMN	19-May-11	7-Jun-11	798 59	728 44	70 15	Short-Term	003-66365-5
2	SINA CORPORATION CMN	19-May-11	9-Jun-11	188 99	231 24	(42 25)	Short-Term	003-66365-5
4	SINA CORPORATION CMN	19-May-11	9-Jun-11	362 01	462 48	(100 47)	Short-Term	003-66365-5
20	EMC CORPORATION MASS CMN	19-May-11	10-Jun-11	528 52	559 22	(30 70)	Short-Term	003-66365-5
7	FLOWSERVE CORPORATION CMN	19-May-11	13-Jun-11	736 06	844 78	(108 72)	Short-Term	003-66365-5
4	CATERPILLAR INC (DELAWARE) CMN	19-May-11	13-Jun-11	383 71	421 75	(38 04)	Short-Term	003-66365-5
5	ROCKWELL AUTOMATION INC CMN	19-May-11	13-Jun-11	386 24	416 15	(29 91)	Short-Term	003-66365-5
10	COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	19-May-11	14-Jun-11	700 99	735 13	(34 14)	Short-Term	003-66365-5
2	NETFLIX COM INC CMN	19-May-11	16-Jun-11	496 32	485 63	10 70	Short-Term	003-66365-5
9	CITRIX SYSTEMS INC CMN	19-May-11	16-Jun-11	682 05	746 22	(64 17)	Short-Term	003-66365-5
9	CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES	19-May-11	22-Jun-11	485 26	492 97	(7 71)	Short-Term	003-66365-5
49	HEWLETT-PACKARD CO CMN	19-May-11	23-Jun-11	1,699 55	1,768 78	(69 23)	Short-Term	003-66365-5
17	DEVON ENERGY CORPORATION (NEW) CMN	21-Mar-11	24-Jun-11	1,314 03	1,576 58	(262 55)	Short-Term	003-66365-5
10	BOEING COMPANY CMN	19-May-11	24-Jun-11	712 04	779 75	(67 71)	Short-Term	003-66365-5
10	FREEPORT-MCMORAN COPPER & GOLD CMN	19-May-11	24-Jun-11	488 45	478 20	10 25	Short-Term	003-66365-5
6	ALLEGHENY TECHNOLOGIES INC CMN	19-May-11	24-Jun-11	364 91	392 11	(27 20)	Short-Term	003-66365-5
38	SANDISK CORP CMN	19-May-11	24-Jun-11	1,556 38	1,763 01	(206 63)	Short-Term	003-66365-5
37	JPMORGAN CHASE & CO CMN	19-May-11	24-Jun-11	1,464 60	1,624 66	(160 06)	Short-Term	003-66365-5
9	FIRST SOLAR, INC CMN	19-May-11	24-Jun-11	1,073 08	1,149 43	(76 35)	Short-Term	003-66365-5
29	NORDSTROM INC CMN	19-May-11	27-Jun-11	1,306 35	1,344 31	(37 96)	Short-Term	003-66365-5
1	NETFLIX COM INC CMN	19-May-11	5-Jul-11	287 63	242 81	44 82	Short-Term	003-66365-5
3	SINA CORPORATION CMN	19-May-11	12-Jul-11	318 71	346 86	(28 15)	Short-Term	003-66365-5
1	AMAZON COM INC CMN	19-May-11	13-Jul-11	214 03	198 86	15 17	Short-Term	003-66365-5
2	NETFLIX COM INC CMN	19-May-11	13-Jul-11	597 82	485 63	112 20	Short-Term	003-66365-5
3	SINA CORPORATION CMN	19-May-11	19-Jul-11	364 16	346 86	17 30	Short-Term	003-66365-5
5	SALESFORCE COM, INC CMN	19-May-11	21-Jul-11	764 40	685 69	78 71	Short-Term	003-66365-5
4	AMAZON COM INC CMN	19-May-11	27-Jul-11	898 02	795 43	102 59	Short-Term	003-66365-5

Account Group Foundation
From 01-Jan-2011 To 31-Dec-2011
Realized Gains/Losses

Qty	Description	Trade Date	Date Sold	Proceeds	Cost	Gain/Loss	Gain Type	Acct Number
3	SALESFORCE COM, INC CMN	19-May-11	27-Jul-11	446 00	411 41	34 59	Short-Term	003-66365-5
4	SALESFORCE COM, INC CMN	19-May-11	28-Jul-11	588 21	548 55	39 66	Short Term	003-66365-5
11	COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	19-May-11	2-Aug-11	793 08	808 65	(15 57)	Short-Term	003-66365-5
8	STRYKER CORP CMN	19-May-11	3-Aug-11	413 99	512 04	(98 06)	Short-Term	003-66365-5
5	SINA CORPORATION CMN	19-May-11	3-Aug-11	492 67	578 10	(85 43)	Short-Term	003-66365-5
8	EXPRESS SCRIPTS COMMON CMN	19-May-11	3-Aug 11	409 39	484 71	(75 32)	Short-Term	003-66365-5
30	CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES	19-May-11	4-Aug-11	1,626 64	1,643 25	(16 61)	Short Term	003-66365-5
5	BAKER HUGHES INC CMN	19-May-11	10-Aug-11	296 53	350 82	(54 29)	Short-Term	003-66365-5
11	CANADIAN NATURAL RESOURCES CMN	19 May-11	10-Aug-11	398 15	457 74	(59 59)	Short-Term	003-66365-5
7	CUMMINS INC COMMON STOCK	19-May-11	10-Aug-11	607 95	764 61	(156 66)	Short-Term	003-66365-5
8	COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	19-May-11	10-Aug-11	498 29	588 11	(89 82)	Short-Term	003-66365-5
23	ROCKWELL COLLINS, INC CMN	19-May-11	10-Aug-11	1,080 38	1,420 95	(340 57)	Short-Term	003-66365 5
7	STRYKER CORP CMN	19-May-11	10-Aug-11	331 00	448 04	(117 04)	Short-Term	003-66365-5
12	CITRIX SYSTEMS INC CMN	19-May-11	11-Aug-11	737 23	994 96	(257 73)	Short-Term	003-66365-5
14	CATERPILLAR INC (DELAWARE) CMN	19-May-11	16-Aug-11	1,257 65	1,476 11	(218 46)	Short-Term	003 66365-5
28	STRYKER CORP CMN	19-May-11	22-Aug-11	1,255 12	1,792 16	(537 04)	Short-Term	003-66365-5
38	POTASH CORP OF SASKATCHEWAN INC	19-May-11	22-Aug-11	1,950 47	2,027 11	(76 64)	Short-Term	003-66365-5
16	ROCKWELL AUTOMATION INC CMN	19-May-11	23-Aug-11	899 51	1,331 69	(432 18)	Short-Term	003-66365-5
2	NETFLIX COM INC CMN	19-May-11	15-Sep-11	339 17	485 63	(146 46)	Short-Term	003-66365-5
3	VF CORP CMN	19-May-11	16-Sep-11	373 12	306 33	66 79	Short-Term	003-66365-5
6	BOEING COMPANY CMN	19-May-11	22-Sep-11	353 32	467 85	(114 53)	Short-Term	003-66365-5
9	FREEPORT-MCMORAN COPPER & GOLD CMN	19-May-11	22-Sep-11	298 04	430 38	(132 34)	Short-Term	003-66365-5
8	ALLEGHENY TECHNOLOGIES INC CMN	19-May-11	22-Sep-11	314 64	522 81	(208 17)	Short-Term	003-66365-5
5	EOG RESOURCES INC CMN	19 May 11	22-Sep-11	400 18	526 33	(126 15)	Short-Term	003-66365-5
7	PROCTER & GAMBLE COMPANY (THE) CMN	16-Dec-10	27-Sep-11	442 91	447 58	(4 67)	Short-Term	003-66365-5
19	GILEAD SCIENCES CMN	21 Jul 11	27-Sep-11	763 58	811 34	(47 76)	Short-Term	003-66365-5
13	BOEING COMPANY CMN	19-May-11	27-Sep-11	826 79	1,013 68	(186 89)	Short-Term	003-66365-5
2	NETFLIX COM INC CMN	26-Jul-11	29-Sep-11	222 40	511 94	(289 54)	Short-Term	003-66365-5
44	FREEPORT-MCMORAN COPPER & GOLD CMN	19-May-11	29-Sep-11	1,406 63	2,104 09	(697 46)	Short-Term	003-66365-5
12	YUM BRANDS, INC CMN	19-May-11	29 Sep-11	589 53	676 41	(86 88)	Short-Term	003-66365-5
20	BAKER HUGHES INC CMN	19-May-11	29-Sep-11	981 00	1,403 27	(422 27)	Short-Term	003-66365-5
11	SINA CORPORATION CMN	19-May-11	29-Sep-11	800 70	1,271 81	(471 11)	Short-Term	003-66365-5
7	NETFLIX COM INC CMN	19-May-11	29 Sep-11	778 41	1,699 69	(921 28)	Short-Term	003-66365-5
5	MEAD JOHNSON NUTRITION COMPANY CMN	19-May-11	30-Sep-11	348 41	338 78	9 63	Short-Term	003-66365-5
5	ILLUMINA INC CMN	19-May-11	3-Oct-11	193 18	365 51	(172 33)	Short-Term	003-66365-5
~~5~~	~~LAS VEGAS SANDS CORP CMN~~	~~7-Jun-11~~	~~3-Oct-11~~	~~185 44~~	~~203 92~~	~~(18 48)~~	~~Short-Term~~	~~003-66365-5~~
23	ALLEGHENY TECHNOLOGIES INC CMN	19-May-11	4-Oct-11	745 85	1,503 09	(757 24)	Short-Term	003-66365-5
51	CANADIAN NATURAL RESOURCES CMN	19-May-11	5-Oct 11	1,505 94	2,122 24	(616 30)	Short-Term	003-66365-5
5	CME GROUP INC CMN CLASS A	16-Dec-10	24-Oct-11	1,337 26	1,608 90	(271 64)	Short-Term	003-66365-5
11	AMAZON COM INC CMN	19-May-11	26-Oct-11	2,204 29	2,187 43	16 86	Short-Term	003-66365-5
3	CITRIX SYSTEMS INC CMN	19-May-11	27-Oct-11	225 91	248 74	(22 83)	Short-Term	003-66365-5
9	RAYTHEON CO CMN	19-May-11	28-Oct-11	390 67	446 04	(55 37)	Short-Term	003-66365-5
16	PROCTER & GAMBLE COMPANY (THE) CMN	16-Dec-10	28-Oct-11	1,034 25	1,023 04	11 21	Short-Term	003-66365-5
11	JOHNSON & JOHNSON CMN	16-Dec-10	4-Nov-11	707 60	687 06	20 54	Short-Term	003-66365-5
33	INTEL CORPORATION CMN	19-May-11	4-Nov-11	783 68	775 22	8 46	Short-Term	003-66365-5
3	VF CORP CMN	19-May-11	4-Nov-11	409 03	306 33	102 70	Short-Term	003-66365-5
23	UNITEDHEALTH GROUP INCORPORATE CMN	19-May-11	7-Nov-11	1,038 75	1,163 23	(124 48)	Short-Term	003-66365-5
3	AMAZON COM INC CMN	19-May-11	22-Nov-11	558 02	596 57	(38 55)	Short-Term	003-66365-5
7	STARWOOD HOTELS & RESORTS CMN	19-May-11	23-Nov-11	312 05	416 46	(104 41)	Short-Term	003-66365-5
16	LAS VEGAS SANDS CORP CMN	7-Jun-11	29-Nov-11	710 27	652 55	57 72	Short-Term	003-66365-5
1	PEPSICO INC CMN	23-Jun-11	30-Nov-11	63 80	68 37	(4 57)	Short-Term	003-66365-5
22	PEPSICO INC CMN	16-Dec-10	30-Nov-11	1,403 64	1,444 30	(40 66)	Short-Term	003-66365-5
26	MICROSOFT CORPORATION CMN	10-Aug-11	2-Dec-11	656 26	646 08	10 18	Short-Term	003-66365-5
38	WAL MART STORES INC CMN	23-Jun-11	5-Dec-11	2,210 81	2,028 26	182 55	Short-Term	003-66365-5
13	JOHNSON & JOHNSON CMN	16-Dec-10	5-Dec-11	831 84	811 98	19 86	Short-Term	003-66365-5
2	JOHNSON & JOHNSON CMN	24-Jun-11	5-Dec-11	127 98	130 12	(2 15)	Short-Term	003-66365-5
9	PROCTER & GAMBLE COMPANY (THE) CMN	16-Dec-10	5-Dec-11	582 17	575 46	6 71	Short-Term	003-66365-5
10	KIMBERLY CLARK CORP CMN	22-Sep-11	5-Dec-11	708 37	691 81	16 56	Short-Term	003-66365-5
23	RAYTHEON CO CMN	19-May-11	5-Dec-11	1,052 62	1,139 88	(87 26)	Short-Term	003-66365-5
3	PROCTER & GAMBLE COMPANY (THE) CMN	19-May-11	5-Dec-11	194 06	202 03	(7 97)	Short-Term	003-66365-5
15	3M COMPANY CMN	19-May-11	5-Dec-11	1,210 83	1,419 00	(208 17)	Short-Term	003-66365-5
49	REPUBLIC SERVICES INC CMN	19-Aug-11	6-Dec-11	1,328 66	1,349 52	(20 86)	Short-Term	003-66365-5
10	WATERS CORPORATION COMMON STOCK	19-May-11	13-Dec-11	734 92	993 10	(258 18)	Short-Term	003-66365-5
11	ILLUMINA INC CMN	19-May-11	13-Dec-11	297 11	804 11	(507 00)	Short-Term	003-66365-5
9	KOHL'S CORP (WISCONSIN) CMN	11-Aug-11	13-Dec-11	462 67	429 86	32 81	Short-Term	003-66365-5
11	COCA-COLA COMPANY (THE) CMN	19-May-11	23-Dec-11	762 82	753 41	9 41	Short-Term	003-66365-5
				196,611 58	199,123 36	(2,493 29)		

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

SOURCE	AMOUNT
REGIONS	153.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	153.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS BROKERAGE	14,908.	0.	14,908.
GOLDMAN SACHS EQUITY & FIXED INCOME	172,577.	22,711.	149,866.
GS GSAM LCCG	568.	0.	568.
GS GSAM LCCV	2,152.	0.	2,152.
NEUBERGER BERMAN LARGE CAP	1,149.	0.	1,149.
PASSTHROUGH FROM CHATHAM FUND	16,802.	0.	16,802.
PASSTHROUGH FROM FULCRUM FUND	1,462.	0.	1,462.
PASSTHROUGH FROM FULCRUM GROWTH II FUND	7.	0.	7.
TOTAL TO FM 990-PF, PART I, LN 4	209,625.	22,711.	186,914.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS FROM PASSTHROUGHS	-92,194.	-92,194.	
OTHER INCOME FROM PASSTHROUGHS	12,893.	12,893.	
FEDERAL TAX REFUND	40.	40.	
INCOME FROM PFIC	31,774.	31,774.	
OTHER INCOME	4,675.	4,675.	
PAYMENT IN LIEU OF DIVIDEND	5.	5.	
OTHER ORDINARY LOSS FULCRUM FUND	-167.	-167.	
OTHER MISC INCOME	531.	531.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-42,443.	-42,443.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	76,416.	76,416.		0.
TO FORM 990-PF, PG 1, LN 16C	76,416.	76,416.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,328.	2,328.		0.
EXISE TAXES	10,390.	0.		0.
TO FORM 990-PF, PG 1, LN 18	12,718.	2,328.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PORTFOLIO DEDUCTIONS	558.	558.		0.
INVESTMENT INTEREST EXPENSE	1,732.	1,732.		0.
FULCRUM GROWTH FUND	376.	376.		0.
ANCHORAGE ILLIQUID OPPORTUNITIES	906.	906.		0.
PASSTHROUGHS NON DEDUCTIBLE EXPENSES	441.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,013.	3,572.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED GAIN IN CONTRIBUITIONS RECEIVED	2,222,138.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,222,138.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GS BROKERAGE	74,376.	787,199.
GSAM: LARGE CAP VALUE	90,294.	86,979.
GS EQUITIES & FIXED INCOME: EQUITIES	3,889,778.	6,233,233.
NEUBERGER BERMAN LARGE CAP FUND	144,979.	141,503.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,199,427.	7,248,914.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHATHAM INVESTMENT FUND QP II	COST	157,706.	157,706.
FULCRUM FUND	FMV	278,541.	445,525.
GS LIBERTY HARBOR I	FMV	725,514.	859,453.
GS ANCHORAGE ILLIQUID OPPORTUNITES	FMV	278,340.	270,434.
GS EQUITIES & FIXED INCOME: FIXED INCOME	COST	1,187,817.	1,136,381.
GS EQUITIES & FIXED INCOME: OTHER	COST	1,726,000.	1,669,315.
GS EQUITIES & FIXED INCOME: ALTERNATIVE	COST	100,000.	93,841.
FULCRUM GROWTH II FUND	COST	158,471.	158,471.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,612,389.	4,791,126.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EPSTEIN SCHOOL 335 COLEWOOD WAY, NW ATLANTA, GA 30328		501(C)(3)	EDUCATION	1,800.
HIGH MUSEUM OF ART 1280 PEACHTREE STREET, NE ATLANTA, GA 30309		501(C)(3)	ART ORGANIZATION	15,000.
HUNGER WALK/ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E LOWRY BLVD ATLANTA, GA 30318		501(C)(3)	CIVIC ORGANIZATION	350.
JEWISH FAMILY & CAREER SERVICES 4519 CHAMBLEE DUNWOODY ROAD ATLANTA, GA 30338		501(C)(3)	CIVIC ORGANIZATION	1,000.
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING STREET, NW ATLANTA, GA 30309		501(C)(3)	CIVIC ORGANIZATION	126,500.
MARCUS JEWISH COMMUNTIY CENTER OF ATLANTA 5342 TILLY MILL ROAD DUNWOODY, GA 30338		501(C)(3)	CIVIC ORGANIZATION	500.
SARASOTA MANATEE JEWISH FEDERATION 580 MCINTOSH ROAD SARASOTA, FL 34232		501(C)(3)	CIVIC ORGANIZATION	2,500.
THE ARCH FOUNDATION 394 SOUTH MILLEDGE AVE ATHENS, GA 30302		501(C)(3)	EDUCATION	45,000.
THE DAVIS ACADEMY 8105 ROBERTS DRIVE ATLANTA, GA 30350		501(C)(3)	EDUCATIONAL	100.
THE WEBER SCHOOL 6751 ROSWELL ROAD ATLANTA, GA 30328		501(C)(3)	EDUCATION	50,000.
Total from continuation sheets				271,700.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VAN WEZEL FOUNDATION, INC 777 NORTH TAMIAMI TRAIL SARASOTA, FL 34232	NONE	501(C)(3)	ARTS ORGANIZATION	3,000.
WEINSTEIN HOSPICE 3150 HOWELL MILL ROAD NW ATLANTA, GA 30327	NONE	501(C)(3)	CIVIC ORGANIZATION	2,500.
WILLIAM BREMAN JEWISH HERITAGE MUSEUM 1440 SPRING STREET NW ATLANTA, GA 30309	NONE	501(C)(3)	CIVIC ORGANIZATION	2,500.
WILLIAM BREMAN JEWISH HOME 3150 HOWELL MILL ROAD NW ATLANTA, GA 30327	NONE	501(C)(3)	CIVIC ORGANIZATION	2,500.
JEWISH STUDENT UNION/HILLEL COLLEGE OF CHARLESTON 96 WENTWORTH STREET CHARLESTON, SC 29424	NONE	501(C)(3)	RELIGION	1,000.
UNIVERSITY OF GEORGIA FOUNDATION 394 SOUTH MILLEDGE AVE ATHENS, GA 30602	NONE	501(C)(3)	EDUCATION	1,000.
PARK COUNTY ANIMAL SHELTER 5537 GREYBULL HWY CODY, WY 82414	NONE	501(C)(3)	CIVIC ORGANIZATION	250.
NATIONAL LIBERTY MUSEUM 321 CHESTNUT STREET PHILADELPHIA, PA 19106	NONE	501(C)(3)	CIVIC ORGANIZATION	5,000.
UNIVERSITY OF GEORGIA FOUNDATION-GREG DANIELS SCHOLARSHIP FUND 394 SOUTH MILLEDGE AVE ATHENS, GA 30602	NONE	501(C)(3)	EDUCATIONAL	10,000.
TENNESSEE ALLIANCE FOR PROGRESS P.O. BOX 60338 NASHVILLE, TN 37206	NONE	501(C)(3)	CIVIC ORGANIZATION	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MULTIPLE MYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE NORWALK, CT 06851	NONE	501(C)(3)	MEDICAL RESEARCH	100.
PIEDMONT HEATHCARE FOUNDATION P.O.BOX 9303 GREENVILLE, SC 29604	NONE	501(C)(3)	COMMUNITY HEALTH ORGANIZATION	100.
Total from continuation sheets				