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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 , and ending

Name of foundation: THE BILLI MARCUS FOUNDATION, INC.

A Employer identification number: 58-2396542

Number and street (or P O box number if mail is not delivered to street address): 1266 W PACES FERRY RD

Room/suite: 615

B Telephone number: 404-240-7700

City or town, state, and ZIP code: ATLANTA, GA 30327

C If exemption application is pending, check here ▶ ☐

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: [X] 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) ▶$ 8,137,508.

J Accounting method: [X] 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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	42,147.	42,147.		STATEMENT 1
	4 Dividends and interest from securities	173,356.	173,356.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<80,105.>			
	b Gross sales price for all assets on line 6a 1,448,742.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	22.	22.	0.	STATEMENT 3
	12 Total. Add lines 1 through 11	135,420.	215,525.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	5,163.	699.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	35,233.	33,433.	0.	1,800.
	24 Total operating and administrative expenses. Add lines 13 through 23	40,396.	34,132.	0.	1,800.
	25 Contributions, gifts, grants paid	340,035.			340,035.
	26 Total expenses and disbursements. Add lines 24 and 25	380,431.	34,132.	0.	341,835.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<245,011.>			
	b Net investment income (if negative, enter -0-)		181,393.		
	c Adjusted net income (if negative, enter -0-)			0.	

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11531114 759874 85054.23 2011.05000 THE BILLI MARCUS FOUNDATION 85054_K1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	307,633.	244,668.	244,668.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	5,931,080.	6,696,453.	6,696,453.
	c Investments - corporate bonds STMT 8	813,062.	886,420.	886,420.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	581,270.	309,967.	309,967.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	7,633,045.	8,137,508.	8,137,508.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	8,000.	0.	
	23 **Total liabilities** (add lines 17 through 22)	8,000.	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 ▶ [X] 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	7,625,045.	8,137,508.	
	30 **Total net assets or fund balances**	7,625,045.	8,137,508.	
	31 **Total liabilities and net assets/fund balances**	7,633,045.	8,137,508.	

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	7,625,045.
2	Enter amount from Part I, line 27a	2	<245,011.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	757,474.
4	Add lines 1, 2, and 3	4	8,137,508.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,137,508.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED STOCK		VARIOUS	12/31/11
b	PUBLICLY TRADED STOCK		VARIOUS	12/31/11
c	THRU WP X ACCESS FUND K-1 (SHORT TERM)		VARIOUS	12/31/11
d	THRU WP X ACCESS FUND K-1 (LONG TERM)		VARIOUS	12/31/11
e	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	556,251.		397,723.	158,528.
b	868,297.		1,131,106.	<262,809.>
c	738.			738.
d			18.	<18.>
e	23,456.			23,456.

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				158,528.
b				<262,809.>
c				738.
d				<18.>
e				23,456.

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	<80,105.>
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? [X] 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			
2009			
2008			
2007			
2006			

2	Total of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,628.
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	3,628.
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	3,628.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 4,093.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 10,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	14,593.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	10,965.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1,000. **Refunded** ▶		11	9,965.

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)*

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 ▶ FREDERICK S. SLAGLE Telephone no. ▶404-240-7700

Located at ▶1266 W PACES FERRY RD 615, ATLANTA, GA ZIP+4 ▶30327

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

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

		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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 | | 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
BILLI MARCUS 1266 W PACES FERRY RD # 615 ATLANTA, GA 30327	CHAIRPERSON 0.00	0.	0.	0.
FREDERICK S SLAGLE 1266 W PACES FERRY RD # 615 ATLANTA, GA 30327	SECRETARY/TREASURER 0.00	0.	0.	0.
CAROLYN PALLER 1266 W PACES FERRY RD # 615 ATLANTA, GA 30327	DIRECTOR 0.00	0.	0.	0.
JASON SMITH 1266 W PACES FERRY RD # 615 ATLANTA, GA 30327	DIRECTOR 0.00	0.	0.	0.

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

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

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

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.

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	7,483,519.
b	Average of monthly cash balances		1b	277,837.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	7,761,356.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	7,761,356.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	116,420.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,644,936.
6	**Minimum investment return.** Enter 5% of line 5		6	382,247.

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	382,247.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 3,628.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3,628.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	378,619.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	378,619.
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	378,619.

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	341,835.
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	341,835.
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	341,835.

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				378,619.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			341,273.	
b Total for prior years: ____, ____, ____		0.		
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	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 341,835.				
a Applied to 2010, but not more than line 2a			341,273.	
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				562.
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))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				378,057.
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	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				

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).)

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 ▶ [X] 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*				
SEE ATTACHED LIST				340,035.
Total			▶ 3a	340,035.
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 (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	42,147.	
4 Dividends and interest from securities			14	173,356.	
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			01	22.	
8 Gain or (loss) from sales of assets other than inventory			18	<80,105.>	
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.		135,420.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	135,420.

(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 11/15/12 | ▶ Title OFFICER

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
BARBARA M. COATS	BARBARA M. COATS	11/14/12		P00080446

Firm's name ▶ WINDHAM BRANNON, P.C. Firm's EIN ▶ 58-1763439

Firm's address ▶ 3630 PEACHTREE RD, NE SUITE 600 ATLANTA, GA 30326 Phone no. 404-898-2000

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

SOURCE	AMOUNT
ACCRUED INTEREST	<6,228.>
FROM K-1 WP X ACCESS FUND, LLC	660.
UBS FINANCIAL SERVICES	47,715.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	42,147.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 WP X ACCESS FUND, LLC	1,382.	0.	1,382.
UBS FINANCIAL SERVICES	195,430.	23,456.	171,974.
TOTAL TO FM 990-PF, PART I, LN 4	196,812.	23,456.	173,356.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND INCOME	14.	14.	0.
THROUGH UBS - WP X ACCESS FUND K-1	8.	8.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	22.	22.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	684.	684.	0.	0.
FOREIGN TAXES THROUGH K-1	15.	15.	0.	0.
FEDERAL EXCISE TAXES	3,714.	0.	0.	0.
FEDERAL EXCISE TAXES FOR 2009	750.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	5,163.	699.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE THRU USB WP X ACCESS FUND K-1	25,045.	25,045.	0.	0.
PROGRAM EXPENSES	8,388.	8,388.	0.	0.
	1,800.	0.	0.	1,800.
TO FORM 990-PF, PG 1, LN 23	35,233.	33,433.	0.	1,800.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION OF MARKETABLE SECURITIES	430,917.
INCREASE DUE TO NONTAXABLE PARTNERSHIP DISTRIBUTIONS	326,557.
TOTAL TO FORM 990-PF, PART III, LINE 3	757,474.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
126,950 SHARES HOME DEPOT STOCK	5,336,978.	5,336,978.
CORPORATE STOCK HELD IN UBS	1,359,475.	1,359,475.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,696,453.	6,696,453.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS HELD IN UBS	886,420.	886,420.
TOTAL TO FORM 990-PF, PART II, LINE 10C	886,420.	886,420.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS HELD IN UBS	FMV	309,967.	309,967.
TOTAL TO FORM 990-PF, PART II, LINE 13		309,967.	309,967.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

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

THE BILLI MARCUS FOUNDATION INC.							
990 PF Attachment							
For the Year Ending December 31, 2011							
EIN 58-2396542							
					Status	Purpose	
Name of Charitable Organization	Address	City	State	Zip Code	of Recipient	of Grant	Amount
American Cancer Society	3709 West Jetton Avenue	Tampa	FL	33629	Public Charity	General Operations	5,000 00
American Diabetes Association	1701 North Beauregard Street	Alexandria	VA	22311	Public Charity	General Operations	300.00
American Heart Association	11207 Blue Heron Blvd North	St Petersburg	FL	33716	Public Charity	General Operations	500 00
American Institute for Cancer Research	1759 R Street, NW	Washington	DC	20009	Public Charity	Cancer Research & Education	300 00
American Jewish Committee (AJ Film Festival)	165 East 56 Street	New York	NY	10022	Public Charity	Jewish Film Festival	5,000 00
American Jewish World Service	45 West 36th Street	New York	NY	10018	Public Charity	General Operations	200 00
American Kidney Fund	6110 Executive Blvd, Suite 1010	Rockville	MD	20852	Public Charity	General Operations	200 00
American Lung Association	2701 N. Australian Avenue	West Palm Beach	FL	33407	Public Charity	General Operations	400.00
American Red Cross	1955 Monroe Drive, N E	Atlanta	GA	30324	Public Charity	Atlanta Chapter	500.00
Amvets	4647 Forbes Blvd	Lanham	MD	20706	Public Charity	General Operations	100 00
Amvets	4647 Forbes Blvd	Lanham	MD	20706	Public Charity	General Operations	100 00
Arthritis Foundation	408 12th Street West	Bradenton	FL	32405	Public Charity	General Operations	200 00
Arthritis Foundation (void $100 - did not clear bank)	408 12th Street West	Bradenton	FL	32405	Public Charity	Atlanta Jewish Film Festival	0 00
Atlanta AIDS Fund	3500 Peachtree Road, NE	Atlanta	GA	30326	Public Charity	Jeffrey Fashion Cares 2011	750 00
Atlanta Community Food Bank	732 Joseph E Lowery Blvd	Atlanta	GA	30318	Public Charity	Atlanta & N GA	300 00
Atlanta Group Homes	3160 Howell Mill Road, NW	Atlanta	GA	30327	Public Charity	General Operations	1,000 00
Atlanta Humane Society	981 Howell Mill Road, NW	Atlanta	GA	30318	Public Charity	General Operations	3,000 00
Atlanta Hunger Relief	732 Joseph E Lowery Blvd	Atlanta	GA	30318	Public Charity	Atlanta Hunger Relief	500 00
Atlanta Hunger Relief Fund	732 Joseph E Lowery Blvd	Atlanta	GA	30318	Public Charity	General Operations	300 00
Atlanta Jewish Federation	1440 Spring Street, NW	Atlanta	GA	30309	Public Charity	General Operations	36,000 00
Atlanta Union Mission	PO Box 1807	Atlanta	GA	30318	Public Charity	General Operations	300 00
Auditory Verbal Center Inc	1901 Century Blvd, Suite 20	Atlanta	GA	30345	Public Charity	General Operations	5,000 00
Autism Georgia	PO Box 3707	Suwanee	GA	30024	Public Charity	GA Chapter	1,000 00
Birdies for Bucks	PO Box 480157	Delray Beach	FL	33448	Public Charity	Honor Jean & David Bernstein	1,385 00
Blue Ridge Tree Dental, The	PO Box 451	Cashiers	NC	28717	Public Charity	General Operations	500 00
Boys & Girls Club of Transylvania County	PO Box 1360	Brevard	NC	28712	Public Charity	Honor of Al Platt	300.00
Boys Town	14100 Crawford Street	Boys Town	NE	68010	Public Charity	General Operations	100 00
Breast Cancer Society	6859 E Renbrandt Avenue	Mesa	AZ	85212	Public Charity	General Operations	100 00
Camp Kudzu	5885 Glenridge Drive	Atlanta	GA	30328	Public Charity	General Operations	300 00
Camp Sunshine	35 Acadia Road	Casco	ME	04015	Public Charity	General Operations	300 00
Camp Twin Lakes	600 Means Street Suite 100	Atlanta	GA	30318	Public Charity	Summer Program Support	1,000 00
Camp Twin Lakes	600 Means Street Suite 100	Atlanta	GA	30318	Public Charity	Summer Program Support	4,000 00
Camp Twist & Shout	PO Box 813040	Smyrna	GA	30081	Public Charity	Annual Campaign	500 00
CARE	151 Ellis Street	Atlanta	GA	30303	Public Charity	General Operations	100.00
Cashiers Glenville Volunteer Fire Dept.	PO Box 1978	Cashiers	NC	28717	Public Charity	General Operations	100 00
Center For Family Services	4101 Parker Avenue	West Palm Beach	Fl	33405	Public Charity	General Operations	500 00
Center for Group Counseling	4101 Parker Avenue	West Palm Beach	Fl	33405	Public Charity	General Operations	500 00
Charlie Luckey Fund	1985 North Park Place	Atlanta	GA	30339	Public Charity	General Operations	300 00
Cheetah Conservation Fund	PO Box 2496	Alexandria	VA	22301	Public Charity	Conservation Fund	4,000 00
Childrens Healthcare Of Atlanta	687 Tullie Circle	Atlanta	GA	30329	Public Charity	Cancer Treatment	3,000 00

THE BILLI MARCUS FOUNDATION INC.							
990 PF Attachment							
For the Year Ending December 31, 2011							
EIN· 58-2396542							
					Status	Purpose	
Name of Charitable Organization	Address	City	State	Zip Code	of Recipient	of Grant	Amount
Children's Restoration Network	11285 Elkins Rd	Roswell	GA	30076	Public Charity	General Operations	3,000 00
Childrens Wish Foundation	8615 Roswell Road	Atlanta	GA	30350	Public Charity	Day to Remember	500 00
Coalition to Salute America	100 Broadway Street	Ossining	NY	10562	Public Charity	Emergency Assistance	200 00
Cohen Home, The	10485 Jones Bridge Road	Johns Creek	GA	30022	Public Charity	Honoring Thy Father & Thy Mot	500.00
Compassion International	12290 Voyager Parkway	Colorado Springs	CO	80921	Public Charity	General Operations	1,000 00
Covenant House	733 Breakers Ave	Ft Lauderdale	FL	33304	Public Charity	General Operations	400 00
Covenant House	733 Breakers Ave	Ft Lauderdale	FL	33304	Public Charity	General Operations	500 00
Crohns & Colitis Foundation	2250 North Druid Hills Road, Suite 250	Atlanta	GA	30329	Public Charity	Georgia Chapter	800 00
Crohns & Colitis Foundation	2250 North Druid Hills Road, Suite 250	Atlanta	GA	30329	Public Charity	General Operations	1,000 00
Cure Childhood Cancer	1117 Perimeter Center West	Atlanta	GA	30338	Public Charity	General Operations	500.00
Davis Academy, The	8105 Roberts Drive	Atlanta	GA	30350	Public Charity	General Operations	10,000 00
Disabled Police Officers of America	222 Government Avenue, Suite C	Niceville	FL	32578	Public Charity	General Operations	100 00
Doctors Without Borders	333 Seventh Avenue, 2nd Floor	New York	NY	10001	Public Charity	General Operations	200 00
Dream House For Medically Fragile Children	PO Box 1562	Snellville	GA	30078	Public Charity	Medically Fragile Children	400 00
Easter Seals	5171 Glenwood Ave	Raleigh	NC	27612	Public Charity	General Operations	100 00
Empty Stocking Fund	1975 Century Blvd	Atlanta	GA	30345	Public Charity	General Operations	220 00
Enable	1200 Old Ellis Road	Roswell	GA	30076	Public Charity	General Operations	300.00
Feminist Womens Healthcare	1924 Clifton Valley Way	Atlanta	GA	30329	Public Charity	General Operations	3,000 00
Fire Fighters Charitable Foundation	1 West Street	Farmingdale	NY	11735	Public Charity	General Operations	150 00
First Tee of East Lake, The	2606 Alston Drive	Atlanta	GA	30317	Public Charity	General Operations	1,000 00
Florida Atlantic University Foundation Inc (FAU)	777 Glades Road	Boca Raton	FL	33431	Public Charity	Social Work Scholarships	1,000 00
Florida Sheriff's Association	2617 Mahan Drive	Tallahassee	FL	32308	Public Charity	General Operations	200 00
Florida Sheriff's Youth Ranches	PO Box 2000	Boys Ranch	FL	32064	Public Charity	Preventing Juvenile Delinquency	200 00
Florida State Fraternal Order of Police	242 Office Plaza	Tallahassee	FL	32301	Public Charity	General Operations	100 00
FOCUS	3050 Presidential	Atlanta	GA	30340	Public Charity	Program Support	200 00
Folds of Honor	7030 S Yale Avenue	Tulsa	OK	74136	Public Charity	Scholarship Program	1,000 00
Friends for Life	PO Box 340	Sapphire	NC	28774	Public Charity	Transylvania Animal Alliance	200 00
Friends of the Israel Defense Forces	PO Box 80126	Atlanta	GA	30366	Public Charity	General Operations	5,000 00
GA Options Inc	160 Ben Burton Road	Bogart	GA	30622	Public Charity	General Operations	1,000 00
GA State Golf Foundation	121 Village Pkwy	Marietta	GA	30067	Public Charity	General Operations	25,000 00
Genesis Shelter	PO Box 54840	Atlanta	GA	30308	Public Charity	Mother's Day Campaign	500 00
Georgia Sheriff's Association	PO Box 1000	Stockbridge	GA	30281	Public Charity	Membership	200 00
Golf Fore Africa	32531 N Scottsdale Road	Scottsdale	AZ	85266	Public Charity	General Operations	1,000 00
Habitat for Humanity	519 Memorial Drive, SE	Atlanta	GA	30312	Public Charity	General Operations	300 00
Hadassah Keepers of the Gate	50 West 58 Street	New York	NY	10019	Public Charity	General Operations	1,000 00
Hands of Tzedakah	2255 Glades Road, Suite 324A	Boca Raton	FL	33431	Public Charity	General Operations	500 00
Hands of Tzedakah	2255 Glades Road, Suite 324A	Boca Raton	FL	33431	Public Charity	General Operations	10,000 00
Harvey & Phyllis Sandler Life Enhancement Center	9801 Donna Klein Blvd	Boca Raton	Fl	33428	Public Charity	General Operations	200 00
Haven, The	21441 Boca Rio Road	Boca Raton	FL	33433	Public Charity	General Operations	5,000 00
Help Hospitalized Veterans	36585 Penfield Land	Winchester	CA	92596	Public Charity	General Operations	200 00

THE BILLI MARCUS FOUNDATION INC							
990 PF Attachment							
For the Year Ending December 31, 2011							
EIN: 58-2396542							
					Status	Purpose	
Name of Charitable Organization	Address	City	State	Zip Code	of Recipient	of Grant	Amount
Highland Cashier Humane Society	Po Box 638	Cashiers	NC	28717	Public Charity	General Operations	100 00
Hospice By The Sea	1531 W Palmetto Park Road	Boca Raton	FL	33486	Public Charity	General Operations	1,000 00
Humane Society of the Palm Beach	3200 N Military Trail	West Palm Beach	FL	33409	Public Charity	General Operations	100 00
Ian's Friends	855 Marseilles Drive	Atlanta	GA	30327	Public Charity	General Operations	20,000 00
Israel Guide Dog Center	732 S Settlers Circle	Warrington	PA	18976	Public Charity	General Operations	5,000.00
Jack & Jill Late Stage Cancer Fdn	3282 Northside Parkway	Atlanta	GA	30327	Public Charity	General Operations	6,000 00
JARC	21160 95th Avenue South	Boca Raton	FL	33428	Public Charity	General Operations	10,000 00
Jewish Adoption & Foster Care (JAFCO)	4200 North University Drive	Sunrise	FL	33351	Public Charity	General Operations	1,000 00
Jewish Adoption & Foster Care (JAFCO)	4200 North University Drive	Sunrise	FL	33351	Public Charity	General Operations	1,000.00
Jewish Association for Residential Care (JARC)	30301 Northwestern Hwy, Suite 100	Farmington Hills	MI	48334	Public Charity	General Operations	10,000 00
Jewish Family & Career Services	4549 Chamblee Dunwoody Road	Atlanta	GA	30338	Public Charity	General Operations	20,000 00
Jewish Federation of S Palm Beach County	9901 Donna Klein Blvd	Boca Raton	FL	33428	Public Charity	General Operations	10,000 00
Judicial Watch	425 3rd Street, SW, Suite 800	Washington	DC	20024	Public Charity	General Operations	100 00
Law Enforcement Legal Defense	1611 North Kent Street, Suite 901	Arlington	VA	22209	Public Charity	General Operations	200 00
Law Enforcement Legal Defense	1611 North Kent Street, Suite 901	Arlington	VA	22209	Public Charity	General Operations	200 00
Lekotek	1955 Cliff Valley Way, Suite 102	Atlanta	GA	30329	Public Charity	General Operations	5,000 00
Lifeline Animal Project	PO Box 15466	Atlanta	GA	30333	Public Charity	Animal Project	500 00
Lifeline Animal Project	PO Box 15466	Atlanta	GA	30333	Public Charity	Animal Project	1,000 00
Lupus Foundation of America	1850 Lake Park Drive	Smyrna	GA	30080	Public Charity	General Operations	1,000.00
Lymphoma Research Foundation	115 Broadway	New York	NY	10006	Public Charity	General Operations	3,000 00
Lymphoma Research Foundation	115 Broadway	New York	NY	10006	Public Charity	General Operations	5,000 00
Macular Degeneration Research	22512 Gateway Center Drive	Clarksburg	MD	20871	Public Charity	General Operations	100.00
Make a Wish Foundation	4491 S State Road 7	Ft Lauderdale	FL	33314	Public Charity	General Operations	300 00
March of Dimes	1649 Forum Place	West Palm Beach	FL	33401	Public Charity	General Operations	100 00
Marcus Autism Center Hospitality Cottage	1920 Briarcliff Road	Atlanta	GA	30329	Public Charity	General Operations	1,000 00
Marcus Jewish Community Center (Camp Billi Marcu	5342 Tilly Mill Road	Atlanta	GA	30338	Public Charity	General Operations	25,000 00
Marine Toys for Tots	18251 Quantico Gateway Dr	Triangle	VA	22172	Public Charity	General Operations	200 00
Meals on Wheels	PO Box 485	Brevard	NC	28712	Public Charity	Honor of Henri & John Kessler	1,000 00
Meals on Wheels of Brevard	PO Box 485	Brevard	NC	28712	Public Charity	General Operations	500 00
Memorial Sloan Kettering Cancer	1275 York Avenue	New York	NY	10065	Public Charity	General Operations	200 00
Morgan Pressel Foundation	PO Box 480157	Delray Beach	FL	33448	Public Charity	Birdies for Bucks	10,000 00
Muscular Distrophy Association	1424 K Street, NW, 2nd Floor	Washington	DC	20005	Public Charity	General Operations	800 00
National Council Of Jewish Women	53 West 23rd Street, 6th Floor	New York	NY	10010	Public Charity	General Operations	500 00
National Council Of Jewish Women	53 West 23rd Street, 6th Floor	New York	NY	10010	Public Charity	General Operations	1,000 00
National Federation of the Blind	1800 Johnston Street	Baltimore	MD	21230	Public Charity	General Operations	200 00
Noah's Ark	712 LG-Griffin Road	Locust Grove	GA	30248-4317	Public Charity	General Operations	200 00
ORT America	75 Maiden Lane	New York	NY	10038	Public Charity	General Operations	1,500 00
Palm Beach AFMDA	3300 PGA Blvd	Palm Beach Garde	FL	33410	Public Charity	Research for Cancer	300 00
Paralyzed Veterans of America	801 Eighteenth Street, NW	Washington	DC	20006	Public Charity	General Operations	200 00
Parkinson's Research Foundation	420 Beach Road Suite 701	Sarasota	FL	34242	Public Charity	General Operations	300 00

THE BILLI MARCUS FOUNDATION INC							
990 PF Attachment							
For the Year Ending December 31, 2011							
EIN: 58-2396542							
					Status	Purpose	
Name of Charitable Organization	Address	City	State	Zip Code	of Recipient	of Grant	Amount
Parkinson's Research Foundation	420 Beach Road Suite 701	Sarasota	FL	34242	Public Charity	General Operations	300 00
Play For Pink	60 East 56th Street, 8th Floor	New York	NY	10022	Public Charity	Hole Sponsor	500 00
Police Family Survivor Fund (Florida)					Public Charity	General Operations	100 00
Police Protective Fund of North Carolina	10032 Oakbrook Dr	Charlotte	NC	28210	Public Charity	General Operations	100 00
Police Protective Fund of North Carolina	10032 Oakbrook Dr	Charlotte	NC	28210	Public Charity	General Operations	100 00
Rainbow Village	3160 Main Street, Suite 100	Duluth	GA	30096	Public Charity	General Operations	2,000 00
Ruth Rales Jewish Family Services	21300 Ruth & Baron Coleman Blvd	Boca Raton	FL	33428	Public Charity	General Operations	500 00
Ruth Rales Jewish Family Services	21300 Ruth & Baron Coleman Blvd	Boca Raton	FL	33428	Public Charity	General Operations	1,000 00
Shepherd Center	2020 Peachtree Road, NW	Atlanta	GA	30309	Public Charity	General Operations	2,500 00
Shepherd Center (Ladies & Gentlemen Gala)	2020 Peachtree Road, NW	Atlanta	GA	30309	Public Charity	General Operations	300 00
Smile Train	41 Madison Avenue, 28th Floor	New York	NY	10010	Public Charity	General Operations	200 00
SOS Childrens Villages	3681 Northwest 59th Place	Coconut Creek	FL	33073	Public Charity	General Operations	1,000 00
Special Olympics	P O Box 96002	Washington	DC	20090	Public Charity	General Operations	4,000.00
St Jude Cancer Hospital	501 St Judes Place	Memphis	TN	38105	Public Charity	General Operations	200 00
Stride Ahead	2057 Lawrenceville Hwy	Decatur	GA	30033	Public Charity	General Operations	1,000 00
Susan G Komen for the Cure	4840 Roswell Road, Bldg D, Suite 100	Atlanta	GA	30342	Public Charity	Breast Cancer Research	750 00
Task Force Dagger Foundation	5900 South Lake Forest Drive	McKinney	TX	75070	Public Charity	General Operations	1,000.00
The Free Clinic of Transylvania	89C Hospital Drive	Brevard	NC	28712	Public Charity	General Operations	500 00
The Link	348 Mt Vernon Hwy, NE	Sandy Springs	GA	30328	Public Charity	Healing Services	6,000 00
Tomorrow's Smiles	4108 Park Road, Suite 406	Charlotte	NC	28209	Public Charity	Oral Health for Children	1,000 00
Transylvania Reg Hospital Sc Fund Cancer	153 W Jordan Street	Brevard	NC	28712	Public Charity	Screening Mammography Fund	5,000 00
U S Fund for UNICEF	125 Maiden Lane	New York	NY	10038	Public Charity	General Operations	200 00
United Way of Transylvania	101 W Jordan Street	Brevard	NC	28712	Public Charity	General Operations	100 00
United Way of Transylvania	101 W Jordan Street	Brevard	NC	28712	Public Charity	General Operations	100 00
US Olympic Committee	6000 N Terminal Parkway, Suite 320	Atlanta	GA	30320	Public Charity	General Operations	500 00
USO Council	6000 N Terminal Parkway, Suite 320	Atlanta	GA	30320	Public Charity	General Operations	200 00
Visiting Nurse Hospice	5775 Glenridge Dr , NE	Atlanta	GA	30328	Public Charity	Hospice Care	4,000 00
Weinstein Hospice	3150 Howell Mill Road, NW	Atlanta	GA	30327	Public Charity	General Operations	300 00
Weinstein Hospice	3150 Howell Mill Road, NW	Atlanta	GA	30327	Public Charity	General Operations	5,000 00
William Breman Heritage Museum	1440 Sprint Street, NW	Atlanta	GA	30327	Public Charity	General Operations	180.00
William Breman Jewish Home (Auxilary Gala)	3150 Howell Mill Road, NW	Atlanta	GA	30327	Public Charity	General Operations	3,000 00
Wounded Warrior Project	4899 Belfort Road	Jacksonville	FL	32256	Public Charity	General Operations	200 00
							340,035.00

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE BILLI MARCUS FOUNDATION, INC.	Employer identification number (EIN) or [X] 58-2396542
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O HOPE Y. SWEATT, WINDHAM BRANNON - 3630 PEACHT	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30326	

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

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

- The books are in the care of ▶ FREDERICK S. SLAGLE 1266 W PACES FERRY RD 615 - ATLANTA, GA 30327
  Telephone No. ▶ 404-240-7700 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning _____, and ending _____.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 15,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 5,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 10,500.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

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

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

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

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE BILLI MARCUS FOUNDATION, INC.	Employer identification number (EIN) or [X] 58-2396542
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O HOPE Y. SWEATT - 3630 PEACHTREE RD NE, STE 600	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30326	

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

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

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

- The books are in the care of ▶ FREDERICK S. SLAGLE 1266 W PACES FERRY RD 615 - ATLANTA, GA 30327

Telephone No. ▶ 404-240-7700 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 15,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 15,500.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶