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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.

_	andar year 2011 or tax year beginning OCT	1, 2011	, and ending	SEP 30, 2012	
	of foundation		,	A Employer identification	number
THE	WINDHAM BRANNON FOUNDA	TION. INC.		20-8189985	
Number	and street (or P O box number if mail is not delivered to street	address)	Room/suite	B Telephone number	
363	0 PEACHTREE ROAD, NE		600	404-898-20	00
	town, state, and ZIP code	· · · · · · · · · · · · · · · · · · ·		C if exemption application is po	
-	ANTA, GA 30326			The exemption application is pr	shang, and a rider
	k all that apply: Initial return	Initial return of a fo	ormer public charity	D 1. Foreign organizations	check here
	Final return	Amended return	on public onding	i i i o o o ga meataona	, oneda nore
	Address change	Name change		Foreign organizations me 2. check here and attach co	eting the 85% test,
H Chec	k type of organization: X Section 501(c)(3) ex			1	
		Other taxable private found	ation 64	E If private foundation state under section 507(b)(1)	
	arket value of all assets at end of year J Accounti		Accrual	F If the foundation is in a 6	
	·	ther (specify)		under section 507(b)(1)	
▶\$		mn (d) must be on cash	basis)		(5), 6.1.561. 11.61.
Part	1: Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
	(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	expenses per books	income	income	for chantable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	8,139.		N/A	12 0 W 12 1
2	Check X if the foundation is not required to attach Sch. B				.55
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5	a Gross rents	·····			
	Net rental income or (loss)	11111111111111111111111111111111111111		U. M. ARE	CEIVED
_ 6	Net gain or (loss) from sale of assets not on line 10		rolling the state of the state of	A 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
E	Gross sales price for all assets on tine 6a	\$4 € 1 €	51 1 A 1	1 3 4 3 110	O A 3 2013 O
<u>₹</u>		The state of the s	0.	2 2 W 3E	0
Short Samue	Net short-term capital gain	5, 5,	1. July 1. Jul		· . 25
9	Income modifications	market milke give	the is the state of	ING	HN H
	Gross sales less returns and allowances	Carl and Carle			
A 10	Less Cost of goods sold	2 - 3/2	पुरे पुरा सम्बद्धाः		
_	Gross profit or (loss)		建筑水色通信		
.⊖ 11	Other income				
影 12	Total. Add lines 1 through 11	8,139.	0.		
11 12 13 14 15	Compensation of officers, directors, trustees, etc	0.	0.		0.
S 14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16	a Legal fees STMT 1	50.	0.		50.
	Accounting fees				
<u>™</u> (Other professional fees				
일 17	Interest				
Operating and Administrative Experimental Structure (Control of Structure) (Control of Stru	Taxes				
[일 19	Depreciation and depletion				には強いなない。
喜 20	Occupancy				
¥ 21	Travel, conferences, and meetings				
E 22	Printing and publications				
말 23	Other expenses STMT 2	31.	0.		31.
[24	• • • • • • • • • • • • • • • • • • • •		_		
요	expenses. Add lines 13 through 23	81.	0.		81.
- 25	Contributions, gifts, grants paid	8,289.	a a final in the sail.	The Table 18th 18th	8,289.
26	Total expenses and disbursements.		_		
\bot	Add lines 24 and 25	8,370.	0.		8,370.
27	Subtract line 26 from line 12:	004			
	Excess of revenue over expenses and disbursements	<231.			
l l	Net investment income (if negative, enter -0-)		0.	· · · · · · ·	
123501	Adjusted net income (if negative, enter -0-)	CAT SALLAR	The second second	N/A	
123501 12-02-11	LHA For Paperwork Reduction Act Notice, see	instructions.		. ~	Form 990-PF (2011)

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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				8189985 Page 2	
Cash - non-interest-bearing 2 , 056	Part				•
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31 Total liabilities and net assets/fund balances 2,056. 1,825. 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) 2 Enter amount from Part I, line 27a	2	·			
31 Total liabilities and net assets/fund balances 2,056. 1,825. 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) 2 Enter amount from Part I, line 27a	5 ₂₇		n .	0.	
31 Total liabilities and net assets/fund balances 2,056. 1,825. 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) 2 Enter amount from Part I, line 27a	8 28	•			
31 Total liabilities and net assets/fund balances 2,056. 1,825. 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) 2 Enter amount from Part I, line 27a	SS 20			• •	
31 Total liabilities and net assets/fund balances 2,056. 1,825. 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) 2 Enter amount from Part I, line 27a	# 20 m				
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) 2 Enter amount from Part I, line 27a 1 2,056 2 <231	ž 30	Total net assets of fund balances	2,030.	1,025.	
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) 2 Enter amount from Part I, line 27a 1 2,056 2 <231	124	Total lightilities and not assets #und halaness	2 056	1 925	
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 2,056 2 Enter amount from Part I, line 27a 2 <231				1,043.	17 . 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1
(must agree with end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 1 2,056 2 <231	Part	Analysis of Changes in Net Assets or Fund B	alances		
(must agree with end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 1 2,056 2 <231	1 Total	nat accase or fund halancae at hoginaina of year. Dort II. column (a) time	20	· · · · · · · · · · · · · · · · · · ·	<u> </u>
2 Enter amount from Part I, line 27a 231			JU		2 056
				3	0.
		•	• •		1,825.
5 Decreases not included in line 2 (itemize) > 5 0			1 (1) 1 60		1 925
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 [6] 1,825 Form 990-PF (2011	o lotal	net assets or tund balances at end of year (line 4 minus line 5) - Part II, co	iumn (b), line 30	. [6]	1,825.

(a) List and desc	ribe the ki	nd(s) of property sold (e.g.	., real estate,	t income	[b]	How ac	cquired hase ation	(c) Date	acquired	(d) Date sold
2-story brick wa	arehouse;	or common stock, 200 shs	s. MLC Co.)	_	D	- Don	ation	(mo., o	lay, yr.)	(mo., day, yr.)
1a NO	NTE				ļ					
b NO	NE				-					·····
d					┢╌		-			
e									-	
(e) Gross sales price	(f) l	Depreciation allowed (or allowable)		st or other basis expense of sale					aın or (loss) s (f) mınus (
<u>a</u>					\blacksquare					
b c										
d			•		\dashv					
е					\neg					
Complete only for assets showing	ig gain in	column (h) and owned by t	he foundation	on 12/31/69					ol. (h) gaın	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69		cess of col. (i) col. (j), if any			col.		not less thar (from col. (
a										
b										
d d										
e					\dashv					
<u> </u>	!	C 16 gain, also antes	on Dard Line	7	╗					<u> </u>
2 Capital gain net income or (net ca	prtal loss)	If gain, also enter If (loss), enter -0-			 	2				
3 Net short-term capital gain or (los	•	((•	1					
If gain, also enter in Part I, line 8,			u (o).		31					
If (loss), enter -0- in Part I, line 8	· · · · ·	10.10/ \			<u> </u>	3				
Part V Qualification U							nent inc	ome		
(For optional use by domestic private	toundatio	ons subject to the section 4	940(a) tax on	net investment in	come	.)				
If section 4940(d)(2) applies, leave th	nis part bla	ank.								
Was the foundation liable for the sect	tion 4942	tax on the distributable ame	ount of any ve	ear in the base per	nod?					Yes X No
If "Yes," the foundation does not qual										
1 Enter the appropriate amount in e	each colur	nn for each year, see instru	ictions before	making any entrie	es.	•				
(a) Base period years Calendar year (or tax year beginnii	ng in)	(b) Adjusted qualifying dist	ributions	Net value of no	(c) nchar		use assets		Distrib (col. (b) divi	(d) ution ratio ided by col. (c))
2010			3,349.				2,028			6.582347
2009			2,629.				1,806			12.529900
2008			5,596.		-		1,582	<u>· </u>		9.858407
2007 2006			7,307. 5,000.				1,582 5,730			23.582174
2000	1_	10.	3,000.				3,730	+		0.073143
2 Total of line 1, column (d)								2		59.227971
3 Average distribution ratio for the 5	5-year bas	e period - divide the total o	n line 2 by 5,	or by the number	of yea	ars	-	- -		
the foundation has been in exister	-		•	•	•			3		11.845594
4 Enter the net value of noncharitab	le-use ass	sets for 2011 from Part X, I	ine 5					4		1,914.
									-	
5 Multiply line 4 by line 3		-					•	5		22,672.
6 Enter 1% of net investment incom	ne (1% of	Part I, line 27b)						6		0.
7 Add lines 5 and 6								7		22,672.
8 Enter qualifying distributions from	n Part XII,	line 4						8		8,370.
If line 8 is equal to or greater than See the Part VI instructions.	line 7, ch	eck the box in Part VI, line	1b, and comp	lete that part using	g a 19	6 tax r	ate.			

			1899		Page 4
ئــــــــــــــــــــــــــــــــــــــ		<u> </u>	ee ins	tructi	onsj
.18	a Exempt operating foundations described in section 4940(d)(2), check here ▶ and enter "N/A" on line 1.		•		-(,_
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)		·		· ;;; .
t	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🔲 and enter 1%	1			<u> </u>
	of Part I, line 27b	- 3	*		
(All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			~	
2		2			0.
3		3			0.
4		4			0.
5	the state of the s	5			0.
6	Credits/Payments:	-			
٠,	·				
	a 2011 estimated tax payments and 2010 overpayment credited to 2011 6a	,2 i	2007	• .	. 🔐 [
	Exempt foreign organizations - tax withheld at source	1	•		٠. ا
	Tax paid with application for extension of time to file (Form 8868)	٠, ٠	٠.]
(Backup withholding erroneously withheld 6d		· · · · · · · · · · · · · · · · · · ·	<u> </u>	لينث
7	Total credits and payments. Add lines 6a through 6d	7			<u> </u>
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			0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		-	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ Refunded ▶ 1	11			
Pa	art VII-A Statements Regarding Activities				
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in			Ye	s No
	any political campaign?			a	X
ħ	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1	ь	X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published of	or		-	1,2.1
	distributed by the foundation in connection with the activities.	"	i	1	. 15
	Did the foundation file Form 1120-POL for this year?		- -	C	X
	•			; . .	
	I 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 •		1.	~	(E. 4)
_	· · · · · · · · · · · · · · · · · · ·				1.4
Е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation		١,		, T.
_	managers. ▶ \$ 0.		_		ليتا
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		_ <u> </u> _	2	X
	If "Yes," attach a detailed description of the activities.		<u>.</u> .		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or		 سنڌ		
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	-		3	Х
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			а	X
þ	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	\ <u>4</u>	b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5	X
	If "Yes," attach the statement required by General Instruction T.		٤	\$ "	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		- -		- 22-4
	By language in the governing instrument, or				1.2. 1
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law	i	}		1
	remain in the governing instrument?		1	s X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		-	7	 x
•	If "Yes," complete Part II, col. (c), and Part XV.				1.50
Q٠	Enter the states to which the foundation reports or with which it is registered (see instructions)		ŀ	- ·	
Ua	GA		— J.	.51	1
L			<u> </u>		183
U	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)	N/A	<u> </u>		لشنشاء
^		-	\ <u> </u> 8	U	1 : 28.79
y	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar	1		ئتدات	
4-	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		<u> </u>	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			0	X
			Form 9	90-PF	(2011)

	1990-PF (2011) THE WINDHAM BRANNON FOUNDATION, INC. 20-8189 Part VII-A Statements Regarding Activities (continued)	985		Page 5
	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?		Х	
	Website address ► N/A			
14	The books are in care of ► LESLEY LOCHRIDGE Telephone no. ► 404-89	8-20	00	
	Located at ► 3630 PEACHTREE ROAD, NE, SUITE 600, ATLANTA, GA ZIP+4 ►30	326		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		$\overline{}$	
	and enter the amount of tax-exempt interest received or accrued during the year	N/	Ά	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,	Ý	/es	No
	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		22. 22. 22. 22.	TEG.
	country >			
Pa	rt 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.	-> <u>≠</u> Y	es	No
1a	During the year did the foundation (either directly or indirectly):	3 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			-
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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.)			
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		-Likeline
	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)):			
а	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 X 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.)	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?			
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

Form **990-PF** (2011)

Form **990-PF** (2011)

Form 990-PF (2011) THE WINDHAM BRANNON FOUNDATION, INC	20-	-8189985 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "NO	NE."	
(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 Part IX-A Summary of Direct Charitable Activities		▶ 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical in	formation such as the	1
number of organizations and other beneficiaries served, conferences convened, research papers produced,		Expenses
1 N/A		
2		-
3		
4		
Part IX-B Summary of Program-Related Investments		1
Describe the two largest program-related investments made by the foundation during the tax year on lines	and 2.	Amount
1 N/A		}
2		
		1
All other program-related investments. See instructions.		
Total. Add lines 1 through 3	•	0.

P	Minimum Investment Return (All domestic foundations must complete this part. Foreign for	undations, s	ee 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	0.
b	Average of monthly cash balances	1b	1,943.
C		1c	
d	Total (add lines 1a, b, and c)	1d	1,943.
е	Reduction claimed for blockage or other factors reported on lines 1a and	332	
	1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,943.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,914.
6	Minimum investment return. Enter 5% of line 5	6	96.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations a foreign organizations check here and do not complete this part.)	ınd certain	
1	Minimum investment return from Part X, line 6	1	96.
2a	Tax on investment income for 2011 from Part VI, line 5		
b			
C	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	96.
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	96.
<u>P</u>	Qualifying Distributions (see instructions)	Lawara. I	
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		0 270
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	8,370.
	Program-related investments - total from Part IX-B	1b	<u> </u>
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	0 270
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,370.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	1 _	^
	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,370.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation 4940(e) reduction of tax in those years.	qualifies for t	he section

Form **990-PF** (2011)

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	<u> </u>			96.
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 104,213. b From 2007 37,228.				
c From 2008 15,517. d From 2009 22,539.				
eFrom 2010 13,248.				,
f Total of lines 3a through e	192,745.			
4 Qualifying distributions for 2011 from	174,7434			
Part XII, line 4: ▶\$ 8,370.				
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				96.
e Remaining amount distributed out of corpus	8,274.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount	0.			0.
must be shown in column (a).) 6 Enter the net total of each column as				
indicated below:				
& Corpus Add lines 3f, 4c, and 4e Subtract line 5	201,019.			
b Prior years' undistributed income. Subtract	•	ا ہ		
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	404 040			
not applied on line 5 or line 7	104,213.	,	,	1000
9 Excess distributions carryover to 2012.	06.006	_	• • • • • •	
Subtract lines 7 and 8 from line 6a	96,806.			
10 Analysis of line 9:				, , ,
a Excess from 2007 37, 228. b Excess from 2008 15, 517.				
d Excess from 2009 22,539. d Excess from 2010 13,248.		•	- , .	
e Excess from 2011 8, 274.			· ·	
6 LAUGSS II UHI 2011 0, 2/4.	<u> </u>	<u></u>		

Form 990-PF (2011) THE WIN	DHAM BRANNO	N FOUNDATIO	N, INC.	20-81	89985 Page 10
Part XIV Private Operating F	oundations (see ins	structions and Part VII	-A, question 9)	N/A	
1 a If the foundation has received a ruling o	r determination letter that	rt is a private operating			
foundation, and the ruling is effective fo	r 2011, enter the date of t	he ruling	. •		
b Check box to indicate whether the found	lation is a private operatin	g foundation described in	n section	4942(j)(3) or 49)42(₁)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		[
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					
		-		1	
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					
shown in Part X, line 6 for each year					
					
' '					
					I
dividends, rents, payments on					
securities loans (section 512(a)(5)), or royalties)					
organizations as provided in section 4942(j)(3)(8)(iii)					
(3) Largest amount of support from					
an exempt organization					
(4) Gross investment income					
Part XV Supplementary Info	rmation (Complet	te this part only i	f the foundation	had \$5,000 or mo	re in assets
at any time during t	he year-see instr	uctions.)	N/A		
_	•				
List any managers of the foundation who year (but only if they have contributed managers)	o have contributed more to lore than \$5,000). (See se	han 2% of the total contr ction 507(d)(2).)	ibutions received by the	foundation before the clos	e of any tax
h List any managers of the foundation who	Own 10% or more of the	stock of a paragratus /	or an equally large as	on of the ownership of care	artnorchin or
			or an equally large portion	on of the ownership of a pa	rtnership or
2 Information Description	0 077 :	0-1-1			
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 5% 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 - enter: (1) Value of all assets (2) Value of assets qualifying under section 4942()(3)(B)(i) b Endowment alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities bans (section 512(a)(5)), or royaties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942()(3)(B)(iii) (3) Largesta amount of support from an exempt organization					
moceme from Part for the maintium measiment return from Part X for each year listed 8 8% of line 2a Coulsifying distributions from Part XII, line if of the ach year listed A frought included in line 2c not used directly for active conduct of exempt activities. County for active conduct of exempt activities. Subtract fine 2 for the line 2c contusted of exempt activities. Subtract fine 2 for the line 2c contusted of exempt activities. Subtract fine 2 for from line 2c. Compiler 2a, by or of for the alternative test enter: (1) Value of all assets 2.0 value for all assets 2.1 value of all assets qualifying under section 4942([N.3]9(i)) Prodowment afternative test - enter: 2.3 of minimum investment return shown in Part X, line is for each year listed with the production of the production					
				omplete items za, b, c, and	u.
a The hame, address, and telephone humb	per of the person to whom	applications stroute be a	audresseu.		
b The form in which applications should be	e submitted and informati	on and materials they sho	ould include:		
c Any submission deadlines:	 				
				 	
a Any restrictions or limitations on awards	, such as by geographical	areas, charitable fields, l	kinds of institutions, or (other factors:	

Part:XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Purpose of grant or contribution Foundation show any relationship to Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor a Paid during the year AMERICAN DIABETES ASSOCIATION NONE 501(C)(3) RESEARCH, EDUCATION, & 1701 NORTH BEAUREGARD STREET HEALTH SVCS ALEXANDRIA, VA 22311 200. GEORGIA STATE UNIVERSITY RISK NONE 501(C)(3) EDUCATIONAL MANAGEMENT FOUNDATION SCHOLARSHIPS P.O. BOX 4036 ATLANTA, GA 30302-4036 2,500. 410 BRIDGE NONE 501(C)(3) PARTNER PEOPLE AND 35 OLD CANTON STREET ORGANIZATIONS WITH ALPHARETTA, GA 30009 COMMUNITIES IN KENYA & HAITI 140. AGNES SCOTT COLLEGE NONE 501(C)(3) EDUCATIONAL 141 EAST COLLEGE AVENUE SCHOLARSHIPS DECATUR, GA 30030 552. ALZHEIMERS ASSOCIATION NONE 501(C)(3) RESEARCH AND TREATMENT 41 PERIMETER CENTER EAST, SUITE 550 FOR ALZHEIMER'S ATLANTA GA 30346 DISEASE 345. SEE CONTINUATION SHEET(S) 8,289. Total ► 3a b Approved for future payment NONE Total 0. ➤ 3b

3 Grants and Contributions Paid During the Y				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	
ACCTOMANCE A DACTE AND AND A		501/01/21		
ASSISTANCE LEAGUE ATLANTA	NONE	501(C)(3)	COMMUNITY-BASED	
3534 BROAD STREET CHAMBLEE, GA 30341			PHILANTHROPIC PROGRAMS	15
CIMIDDE, ON JUNE		,		
ATLANTA DAY SHELTER	NONE	501(C)(3)	PROVIDE SHELTER AND	
655 ETHEL STREET NW			SERVICES TO HOMELESS	
ATLANTA, GA 30318			WOMEN AND CHILDREN	170
ATLANTA FOOD BANK	NONE	E01/C)/3)	DBOUTDS SOOD WO MEEDY	
732 JOSEPH E. LOWERY BLVD., NW	HOME	501(C)(3)	PROVIDE FOOD TO NEEDY INDIVIDUALS IN METRO	
ATLANTA, GA 30318			ATLANTA	105
BOBBY DODD INSTITUTE	NONE	501(C)(3)	PROMOTE EMPOWERMENT OF	
2120 MARIETTA BOULEVARD, NW			PEOPLE WITH	
ATLANTA, GA 30318			DISABILITIES	181
CAMP KUDZU	NONE	501(C)(3)	EDUCATION AND	
5885 GLENRIDGE DRIVE, SUITE 160			EMPOWERMENT FOR	
ATLANTA, GA 30328		<u> </u>	DIABETIC CHILDREN	265
CYSTIC FIBROSIS FOUNDATION, GA	NONE	501(C)(3)	RESEARCH AND TREATMENT	
2302 PARKLAKE DRIVE, NE, SUITE 210 ATLANTA, GA 30345			FOR CYSTIC FIBROSIS DISEASE	170
ECHOTA PET ADVOCACY & RESCUE	none	501(C)(3)	ADOPTION AND	
202 WILLIAM STREET			VETERINARY SERVICES	
CALHOUN, GA 30701-3064			FOR ABANDONED ANIMALS	
			IN NORTHWEST GEORGIA	190
FOREVER FED	NONE	501(C)(3)	FEEDING THE HUNGRY IN	
1703 BROOKRIDGE COURT	NONE	Po1(C)(3)	NORTH GEORGIA	
WOODSTOCK, GA 30189				154
GEORGIA AGAPE	NONE	501(C)(3)	PROVIDES SERVICES TO	
3094 MERCER UNIVERSITY DR., SUITE 200	1		ABUSED, NEGLECTED	
ATLANTA, GA 30341			CHILDREN AND FAMILIES IN NEED	115
TIONATA MINANANA AND POSTERIA	L	501/01/21		
GEORGIA TRANSPLANT FOUNDATION	NONE	501(C)(3)	PROVIDES SERVICES AND	
6600 PEACHTREE DUNWOODY ROAD, 600 EMBASSY ROW, SUITE 250 ATLANTA, GA			ASSISTANCE TO TRANSPLANT PATIENTS	
30328				550
Total from continuation sheets		<u> </u>	<u> </u>	4,552

3 Grants and Contributions Paid During th				_ _ <u>.</u>
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
GIRL SCOUT TROOP 13791	NONE	501(C)(3)	BUILD GIRLS OF	
6670 WATERBURY WAY			COURAGE, CONFIDENCE	
CUMMING, GA 30040			AND CHARACTER	37
LEKOTEK OF GEORGIA	NONE	501(C)(3)	PROVIDE SUPPORT AND	
1955 CLIFF VALLEY WAY, SUITE 102		ĺ	SERVICES TO SPECIAL	
ATLANTA, GA 30329			NEEDS CHILDREN	18
THE LINK COUNSELING CENTER	NONE	501(C)(3)	PROVIDE QUALITY,	
348 MT. VERNON HIGHWAY, NE			AFFORDABLE,	
SANDY SPRINGS, GA 30328			CONFIDENTIAL SERVICES	
			FOR ALL AGES	20
MARCUS AUTISM CENTER	NONE	501(C)(3)	PROVIDE RESEARCH AND	
1920 BRIARCLIFF ROAD			CARE FOR AUTISM AND	
ATLANTA, GA 30329-4010			RELATED DISORDERS	38
NORTH METRO CHURCH	NONE	501(C)(3)	COMMUNITY SERVICES	
2305 BARRETT PARKWAY				
MARIETTA, GA 30064				31
SIDE BY SIDE BRAIN INJURY	NONE	501(C)(3)	REHABILITATION FOR	
1001 MAIN STREET		1	PEOPLE LIVING WITH	
STONE MOUNTAIN, GA 30083			TRAUMATIC BRAIN INJURY	20
SUSAN G. KOMEN 3 DAY FOR THE CURE	NONE	501(C)(3)	RESEARCH AND TREATMENT	
P.O. BOX 660843	NONE	501(0/(3/	FOR BREAST CANCER	
DALLAS, TX 75266-0843				16
THE NAVIGATORS	NONE	501(C)(3)	MENTORING SERVICES	
P.O. BOX 6000		1		
COLORADO SPRINGS, CO 80934-6000				120
THE NMSS, GEORGIA CHAPTER	NONE	501(C)(3)	RESEARCH AND TREATMENT	
5775 MILLWICK DRIVE			FOR INDIVIDUALS LIVING	
JOHN'S CREEK, GA 30005			WITH MULTIPLE	
·			SCLEROSIS	19
WOUNDED WARRIOR PROJECT	NONE	501(C)(3)	SERVICES FOR WOUNDED	
1899 BELFORT ROAD, SUITE 300			SERVICE MEMBERS	
JACKSONVILLE, FL 32256				350
Total from continuation sheets .				

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

Enter gross amounts unless otherwise indicated.		ed dusiness income		ded by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
a	_ {			1	
b					
C	-				
d					
e	-				
1	-	 			
g Fees and contracts from government agencies			-		
2 Membership dues and assessments	-		_		
3 Interest on savings and temporary cash	-				
investments					
4 Dividends and interest from securities					
		After the state of	- C 251	and the Committee was and Silver	Language and with a second of
5 Net rental income or (loss) from real estate:			A STATE	The second second second second second	Control of the second of the s
a Debt-financed property			ļ		
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income					
8 Gain or (loss) from sales of assets other					
than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:			<u> </u>		
a					
h	-		····		
С	-		<u> </u>		
d	•		 -		
13 Subtotal Add columns (b) (d) and (a)		<u> </u>	Signal Land	0.	0.
12 Subtotal. Add columns (b), (d), and (e)	- CONTRACTOR CONTRACTOR	<u> </u>	" The state of		0.
13 Total. Add line 12, columns (b), (d), and (e)				13_	0.
(See worksheet in line 13 instructions to verify calculations.)				· · · · · · · · · · · · · · · · · · ·	
Part XVI-B Relationship of Activities	to the Acc	omplishment of Ex	emp	t Purposes	
Line No. Explain below how each activity for which income the foundation's exempt aurages (other than			contrit	outed importantly to the accor	nplishment of
the foundation's exempt purposes (other than	oy providing it	inus for such purposes).		. <u>-</u>	
N/A					
1					
					······································
		 			
	-				
	· · · · · · · · · · · · · · · · · · ·			. <u> </u>	
			-		

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

	-			ng with any other organization		ion 501(c) of	ૠ૽૽ૢૼૺૼ૽	Yes	No
				27, relating to political organ	nizations?		Land day	, , , , , , , , , , , , , , , , , , ,	3.3
	rs from the reporting found	ation to a noncharita	able exempt or	ganization of:			37.00 T	() () () () () () () () () ()	76 3
(1) Cas	•						1a(1)		X
	er assets						1a(2)		X
b Other tra							13.6	-: -:	<u> </u>
	es of assets to a noncharital						1b(1)		X
	chases of assets from a no		organization				1b(2)		X
	ital of facilities, equipment,						1b(3)		X
(4) Reir	mbursement arrangements	i					1b(4)		X
	ins or loan guarantees						1b(5)		X
(6) Perl	formance of services or me	embership or fundra	ising solicitatio	ons .			1b(6)		X
-	of facilities, equipment, ma	• .					10		X
				edule. Column (b) should ab				ets,	
or service	ces given by the reporting fo	oundation. If the fou	ndation receiv	ed less than fair market valu	ue in any transaction	or sharing arrangement,	show in		
	(d) the value of the goods,	other assets, or serv	rices received.						
(a)Line no	(b) Amount involved	(c) Name o		e exempt organization	(d) Description	of transfers, transactions, and	d sharing am	angeme	nts
			N/A						
	· · · · · · · · · · · · · · · · · · ·								
								-	
									
									—
					- 				
				· · · · · · · · · · · · · · · · · · ·					
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						······································			
-					_				
	—-·· ·· · · · · · · · · · · · · · · · ·				 				
On In the fee	undation dispatitives and an ex-	the affiliate decade and							
		-		or more tax-exempt organi	zations described	г	—	[T.F	٦
	n 501(c) of the Code (other)(3)) or in sect	tion 527?		L	Yes	X	No
b if Yes,	complete the following sche			[(b) Tong of accompany		(-) D			
· · · · · ·	(a) Name of org	anization		(b) Type of organization		(c) Description of relation	snip		
	N/A								
	, , <u></u>								
andi				ig accompanying schedules and in taxpayer) is based on all inform		has any knowledge	ay the IRS d	iscuss t	his
Sign L		Apicies pocing anon or pr	epare (outer trial		Maion of which prepare		turn with the nown below (
Here	nuy n			1826-3	TREASU	TRER [X Yes		No
Sig	nature of officer or trustee			Date	Title				
	Print/Type preparer's na	me	Preparer's si	gnature	Date	Check if PTIN			
			1] [self- employed			
Paid	CAROLYN C.	RITICHER	CAROLY	N C. RITICH	12/31/12	P0	0080	443	
Preparer					· · · · · · · · · · · · · · · · · · ·	Firm's EIN ▶ 58-1			
Use Only				-					
		30 РЕАСИТ	REE RD	., NE SUITE	600	<u> </u>			—
	1	LANTA, GA		-		Phone no. 404-	898-2	200	0
•							orm 990 .		

FORM 990-PF	LEGAL	FEES	STATEMENT 1			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES		
LEGAL FEES	50.	0.		50.		
TO FM 990-PF, PG 1, LN 16A	50.	0.		50.		
FORM 990-PF	OTHER E	XPENSES	S'	PATEMENT 2		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
BANK FEES	31.	0.		31.		

FORM 990-PF PA	RT V TRU	III - :	LIST AND	STATEMENT 3			
NAME AND ADDRESS				TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES L. MCGIMSEY 3630 PEACHTREE ROAD, ATLANTA, GA 30326				PRESIDENT/DIREC	TOR		
BARBARA COATS 3630 PEACHTREE ROAD, ATLANTA, GA 30326	NE,	SUITE	600	VICE PRESIDENT 0.00	0.	0.	0.
LESLEY LOCHRIDGE 3630 PEACHTREE ROAD, ATLANTA, GA 30326	NE,	SUITE	600	TREASURER 0.00	0.	0.	0.
JENNIFER SINGLETON 3630 PEACHTREE ROAD, ATLANTA, GA 30326	NE,	SUITE	600	SECRETARY 0.00	0.	0.	0.
JOHN EDGAR 3630 PEACHTREE ROAD, ATLANTA, GA 30326						0.	0.
JIM HEARD 3630 PEACHTREE ROAD, ATLANTA, GA 30326	NE,	SUITE	600	DIRECTOR 0.00	0.	0.	0.
DAVID KLOESS 3630 PEACHTREE ROAD, ATLANTA, GA 30326	NE,	SUITE	600	DIRECTOR 0.00	0.	0.	0.
MATT LEVIN 3630 PEACHTREE ROAD, ATLANTA, GA 30326	NE,	SUITE	600	DIRECTOR 0.00	0.	0.	0.
HEIDI LAMARCA 3630 PEACHTREE ROAD, ATLANTA, GA 30326	NE,	SUITE	600	DIRECTOR 0.00	0.	0.	0.
AMY MERRILL 3630 PEACHTREE ROAD, ATLANTA, GA 30326	NE,	SUITE	600	DIRECTOR 0.00	0.	0.	0.
CAROLYN RITICHER 3630 PEACHTREE ROAD, ATLANTA, GA 30326	NE,	SUITE	600	DIRECTOR 0.00	0.	0.	0.

THE WINDHAM BRANNON FOUNDATION, INC.		20-8189985			
BRENT WILKINSON DIRECTOR 3630 PEACHTREE ROAD, NE, SUITÉ 600 0.00 ATLÀNTA, GA 30326	0.	0.	0.		
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	0.	0.	0.		