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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation ABRAHAM J. & PHYLLIS KATZ FOUNDATION		A Employer identification number 11-6442077
Number and street (or P O box number if mail is not delivered to street address) 57 AMLAJACK BLVD.		B Telephone number (see instructions) (770) 304-3035
City or town, state, and ZIP code SHENANDOAH, GA 30265-1093		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 67,944,440.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		28,863.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		3,279,553.	2,861,557.	3,279,553.	
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,214,524.			
b Gross sales price for all assets on line 6a		11,133,933.			
7 Capital gain net income (from Part IV, line 2)			1,214,524.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		4,522,940.	4,076,081.	3,279,553.	
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages		194,167.			194,167.
15 Pension plans, employee benefits		30,324.			30,324.
16a Legal fees (attach schedule) ATCH 1		21,704.	10,853.	10,853.	10,853.
b Accounting fees (attach schedule) ATCH 2		24,040.	12,020.	12,020.	12,020.
c Other professional fees (attach schedule) *		15,675.			15,675.
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 4		94,065.			14,065.
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		21,990.			21,990.
22 Printing and publications		8,772.			8,772.
23 Other expenses (attach schedule) ATCH 5		12,161.			12,161.
24 Total operating and administrative expenses. Add lines 13 through 23		422,898.	22,873.	22,873.	320,027.
25 Contributions, gifts, grants paid		3,376,647.			3,376,647.
26 Total expenses and disbursements. Add lines 24 and 25		3,799,545.	22,873.	22,873.	3,696,674.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		723,395.			
b Net investment income (if negative, enter -0-)			4,053,208.		
c Adjusted net income (if negative, enter -0-)				3,256,680.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,844,360.	4,003,513.	4,003,513.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule). **	11,145,678.	7,420,032.	8,022,191.
	b	Investments - corporate stock (attach schedule) ATCH 7	15,402,759.	21,123,599.	22,493,159.
	c	Investments - corporate bonds (attach schedule) ATCH 8	31,489,362.	30,058,410.	33,425,577.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	1,416,000.	0.	0.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	63,298,159.	62,605,554.	67,944,440.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	1,416,000.	0.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	1,416,000.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	61,882,159.	62,605,554.	
30	Total net assets or fund balances (see instructions).	61,882,159.	62,605,554.		
31	Total liabilities and net assets/fund balances (see instructions)	63,298,159.	62,605,554.		

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	61,882,159.
2	Enter amount from Part I, line 27a	2	723,395.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	62,605,554.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,605,554.

**ATCH 6

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,214,524.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,380,582.	63,087,786.	0.037734
2010	2,906,855.	61,722,043.	0.047096
2009	2,771,075.	52,345,075.	0.052939
2008	3,647,339.	45,684,487.	0.079838
2007	2,188,688.	14,896,563.	0.146926
2 Total of line 1, column (d)			2 0.364533
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.072907
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 65,568,373.
5 Multiply line 4 by line 3			5 4,780,393.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 40,532.
7 Add lines 5 and 6			7 4,820,925.
8 Enter qualifying distributions from Part XII, line 4			8 3,696,674.

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 <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	81,064.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	81,064.
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	81,064.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	90,790.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	75,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	165,790.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	84,726.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 84,726. Refunded <input type="checkbox"/>	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ALEXANDER S. KATZ Telephone no 770-304-3035			
Located at 57 AMLAJACK BLVD SHENANDOAH, GA ZIP+4 30265-1093				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 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 2012)	3b	N/A
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 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b** ☒ Xc If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		194,167.	28,863.	0

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 THE FOUNDATION SUPPORTS YOUNG MUSICIANS BOTH IN PERFORMANCE AND COMPOSITION, AND GIVES THEM THE OPPORTUNITY TO PERFORM BEFORE MUSICALLY KNOWLEDGEABLE AUDIENCES WITH THE FOUNDATION	442,963.
2 INTEGRALLY INVOLVED WITH ALL ASPECTS OF THE PROGRAM. SEE STATEMENT ATTACHED.	
3 THE FOUNDATION SUPPORTS SCIENTIFIC AND MEDICAL RESEARCH, INCLUDING MAKING OF GRANTS TO RESEARCHERS IN ACCORDANCE WITH IRS APPROVED PROCEDURES. THE FOUNDATION PLAYS AN INTEGRAL	2,114,924.
4 ROLE IN THE SELECTION OF THE RESEARCH, MONITORING RESULTS AND THE DIRECTION TAKEN DURING THE INVESTIGATION PROCESS. SEE STATEMENT ATTACHED	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	61,871,564.
b	Average of monthly cash balances	1b	4,695,312.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	66,566,876.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	66,566,876.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	998,503.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	65,568,373.
6	Minimum investment return. Enter 5% of line 5	6	3,278,419.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,696,674.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,696,674.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,696,674.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

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

1 a. If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

11/21/1994

b Check box to indicate whether the foundation is a private operating foundation described in section

☒ X

4942(j)(3) or

4942(j)(5)

2 a	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	3,256,680.	3,154,389.	2,727,013.	2,225,283.	11,363,365.
b 85% of line 2a	2,768,178.	2,681,231.	2,317,961.	1,891,491.	9,658,861.
c Qualifying distributions from Part XII, line 4 for each year listed	3,696,674.	2,380,582.	2,906,855.	2,771,075.	11,755,186.
d Amounts included in line 2c not used directly for active conduct of exempt activities	818,760.	503,260.	377,875.	226,500.	1,926,395.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,877,914.	1,877,322.	2,528,980.	2,544,575.	9,828,791.
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	2,185,613.	2,102,926.	2,057,401.	1,744,836.	8,090,776.
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 ☐ 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 or e-mail of the person to whom applications should be addressed:

ATCH 11

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

ATCH 12

c Any submission deadlines

NONE

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

NONE

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

Recipient	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
Name and address (home or business)				
a Paid during the year ATCH 13				
Total			▶ 3a	818,760.
b Approved for future payment				
Total			▶ 3b	

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	3,279,553.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,214,524.	
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)				4,494,077.	
13 Total. Add line 12, columns (b), (d), and (e)			13		4,494,077.

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2012

Name of the organization
ABRAHAM J. & PHYLLIS KATZ FOUNDATION

Employer identification number
11-6442077

Organization type (check one)

Filers of:

Section.

Form 990 or 990-EZ

☐ 501(c)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization ABRAHAM J. & PHYLLIS KATZ FOUNDATION

Employer identification number
11-6442077**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KASON INDUSTRIES INC. 57 AMLAJACK BLVD. SHENANDOAH, GA 30265-1093	\$ 28,863.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization ABRAHAM J. & PHYLLIS KATZ FOUNDATION

Employer identification number

11-6442077

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

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

Name of organization ABRAHAM J. & PHYLLIS KATZ FOUNDATION

Employer identification number
11-6442077**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

ATTACHMENT 1FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SUTHERLAND, ASBILL&BRENNAN LLP	12,929.	6,465.	6,465.	6,465.
LIFE SCIENCE LAW GROUP, LLC	8,775.	4,388.	4,388.	4,388.
TOTALS	<u>21,704.</u>	<u>10,853.</u>	<u>10,853.</u>	<u>10,853.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GRANT THORNTON LLP	24,040.	12,020.	12,020.	12,020.
TOTALS	<u>24,040.</u>	<u>12,020.</u>	<u>12,020.</u>	<u>12,020.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
DEVA HIRSCH	15,675.
TOTALS	<u>15,675.</u>

<u>CHARITABLE PURPOSES</u>
15,675.
<u>15,675.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX	80,000.	
PAYROLL TAXES	14,065.	14,065.
TOTALS	<u>94,065.</u>	<u>14,065.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	6,011.	6,011.
OFFICE SUPPLIES	4,120.	4,120.
MISCELLANEOUS	13.	13.
FILING FEES	2,017.	2,017.
TOTALS	<u>12,161.</u>	<u>12,161.</u>

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

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 6</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US OBLIGATIONS TOTAL			
STATE AND MUNICIPAL BONDS	11,145,678.	7,420,032.	8,022,191.
STATE OBLIGATIONS TOTAL	<u>11,145,678.</u>	<u>7,420,032.</u>	<u>8,022,191.</u>

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

11-6442077

QUANTITY		ENDING BOOK VALUE	ENDING FMV
20,000	AEGON NV PRE 3F FLTG RATE 7 25	440,305	483,500
9,487	ALLIZNZ SE 8 375	249,982	243,104
2,000	APPLE	\$1,017,529	\$1,064,340
10,000	ASTRAZENECA	510,367	472,700
10,000	ATT	239,999	337,100
45,000	BANK OF AMERICA	840,366	522,450
20,000	BIOMED RLTY TR INC PFD SER A 7 375%	435,736	509,600
10,000	BK AM PRF8 25	238,303	255,600
30,000	BP CS	1,166,822	1,249,200
25,000	BRISTOL MYERS	523,398	814,750
21,500	CITIGROUP	722,713	850,540
10,000	CITIGROUP CAP 7 875	276,000	279,000
20,000	CLIFF NATURAL RESOURCES	733,811	771,400
10,000	CREDIT SUISSE GUERNSEY BRANCH 07 90% 03/28/2013 PFD	250,003	253,700
15,000	DUPONT	665,045	674,700
20,000	EATON VANCE GLOBAL FUND	238,913	213,800
58,500	FORD	529,351	757,575
15,000	FRONTIER COMM	96,697	64,200
4,000	GE CAPITAL CORP 4 875% DUE 11/52	100,000	101,960
50,000	GENERAL ELECTRIC	908,814	1,049,500
20,000	GMAC LLC NT 7 25%	497,200	500,000
10,000	ING GROEP N V PFD 8 50% PERPETUAL	250,003	255,900
45,000	INTEL	962,711	927,900
20,000	JP MORGAN	724,210	879,400
30,000	LILLY	1,034,204	1,479,600
10,000	LLOYDS BANKING GROUP 7 75	260,000	274,200
40,000	MICROSOFT	1,131,890	1,068,400
5,000	NAT HEALTH	228,337	282,650
25,000	NORDIC AMERICAN TANKERS	703,605	218,750
10,000	NUCOR	404,105	431,600
15,000	PENGROWTH ENERGY TRUST	147,827	74,625
30,000	PFIZER	529,210	752,370
20,000	PITNEY BOWES	357,946	212,800
12,000	PNC FIN SVCS PRF L (PREV NATL CITY)	244,203	308,880
2,800	PS BUS 6 45%	70,000	73,836
10,000	REYNOLDS ALUM	252,703	414,300
10,000	ROYAL DUTCH	502,603	708,900
10,000	SUNTRUST BANK 5 875% pref	250,000	244,700
14,570	T ROWE PRICE NEW HORIZON FUND	350,801	483,297
30,000	TEEKAY TANKERS	272,700	87,000
10,000	TOTAL SA	484,618	520,100
10,000	UIL HLDG	270,365	358,100
10,000	US BANCORP DEL DEPOSITARY SHS REPSTG 1/1000TH PERP PFD SER D 7 875%	252,003	256,000
8,800	US BANK COPR Pref	223,080	252,032
10,000	WELLS FARGO PREF	310,123	293,500
20,000	WINDSTREAM CORP	224,997	165,600
TOTAL INVESTMENT EQUITIES		<u>\$21,123,599</u>	<u>\$22,493,159</u>

ATTACHMENT 7

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

11-6442077

QUANTITY		ADJ COST MKT VALUE	12/31/2012 MKT VALUE
\$600,000	ALCOA INC NOTES 5 550% 02/01/2017 MAKE WHOLE	\$560,437	\$649,500
250,000	ALCOA INC SSRNT 5 95% 10/1/37	265,500	241,495
250,000	ALLEGHENY LUDLUM CORP 6 95000% 12/15/2025 DEB	247,923	294,850
250,000	AMBAC FINL GROUP INC DEB 9 37500% 08/01/2011	248,548	87,500
250,000	AMERICAN EXPRESS CO NT 6 15000% 08/28/2017	248,891	301,240
250,000	AMERICAN GEN FIN MEDTM SRNT BE 5 85000% 06/01/2013 FR	249,663	254,053
250,000	AMERICAN MUN PWR 5 672 02/15/21	251,875	284,588
250,000	ARCELORMITTAL 5 375 6/10/13	245,861	252,500
250,000	ARCHER DANIELS MIDLAND CO 8 37500% 04/15/2017 DEB	274,333	323,375
250,000	BANK OF AMERICA 3/15/17 5 42%	260,156	273,840
1,000,000	BANK OF AMERICA STEP	1,000,000	1,066,033
500,000	BB&T CORP SB NT 5 20000% 12/23/2015	493,282	557,450
250,000	BESTFOODS MTN BE FR 6 62500% 04/15/2028	268,509	349,350
750,000	BP CAP MKT 5 25 11/7/13	738,926	780,450
500,000	BRISTOL MYERS SQUIBB CO 7 15000% 06/15/2023 DEB	550,809	693,900
250,000	CHESAPEAKE ENERGY 6 875 11/15/20	239,812	270,950
250,000	CITIGROUP INC SUBNT	267,719	264,958
250,000	CLIFF BDS 4 875% 4/21/21	251,978	248,290
250,000	COCA COLA ENTERPRISES INC 8 50000% 02/01/2022 DEB	295,860	365,375
250,000	CONAGRA FOODS INC SR NT 7 12500% 10/01/2026	262,641	319,800
500,000	CREDIT SUISSE N Y NOTE 06 00000% 02/15/2018	502,802	574,850
250,000	CROWN CASTLE 9 01/15/2015	264,169	265,125
250,000	DAYTON HUDSON CORP DEB 6 65000% 08/01/2028	254,474	318,700
500,000	DEUTSCHE TELEKOM INTL FIN B V 5 250% 07/22/2013 MAKE WHOLE GL	499,924	512,800
250,000	DEUTSCHE BANK AG LONDON 4 875 05/20/13	267,219	254,338
250,000	DONELLY RR 7 625% due 6/15/20	260,139	240,000
250,000	DRESDNER BANK AG 7 25 9/15/15	275,000	268,860
250,000	EATON CORP DEB 7 65000% 11/15/2029	289,469	350,675
250,000	FORD 8 125 DUE 1/15/20	294,431	320,350
500,000	FORD 8 7 DUE 1/15/14	536,508	560,000
500,000	FORD NOTES 3 % DUE 6/20/13	500,001	502,800
250,000	FORD NT	288,642	288,725
250,000	GE CAPITAL INTERNOTES 5 10000% 07/15/2014 FR	250,001	263,625
250,000	GENERAL MLS INC NOTES 5 700% 02/15/2017 MAKE WHOLE	250,687	293,775
750,000	GENL ELEC CAP CORP MTN 5 625% 09/15/2017 ISIN #US36962G3H54	714,517	884,775
250,000	GENWORTH FIN 5 75 6/15/14	245,145	262,775
250,000	GENWORTH FIN 6 51 5/22/18	235,926	267,925
500,000	GOLDMAN SACHS CAPITAL 12/29/49	435,000	390,540
2,000,000	GOLDMAN SACHS GROUP INC 5 75000% 10/01/2016 SR NT	2,017,360	2,275,720
500,000	HARTFORD FINANCIAL SERV 6 625 3/30/40	507,090	627,655
250,000	HEINZ H J CO DEB 6 37500% 07/15/2028	249,619	307,250
172,000	HOST MARRIOTT 6 75 DUE 6/1/16	175,870	175,870
250,000	INTL PAPER CO DEB 6 87500% 11/01/2023	255,502	306,550

ATTACHMENT 8

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

11-6442077

QUANTITY		ADJ COST MKT VALUE	12/31/2012 MKT VALUE
250,000	JOHNSON & JOHNSON DEB 6 73000% 11/15/2023	278,297	352,825
500,000	JPMORGAN CHASE & CO 6 3 4/23/19	499,384	616,900
750,000	JPMORGAN CHASE & CO PERPETUAL PFD 07 90000% 12/31/2049 DEP S	744,953	849,758
250,000	KEYCORP MEDIUM TERM NTS BE 6 50000% 05/14/2013 SR NT	247,668	255,375
135,000	KINDER MORGAN ENERGY PTR 7 4 3/15/31	148,500	175,825
250,000	KRAFT FOODS INC BOND 06 12500% 02/01/2018 ISIN #US50075NAU81	250,353	304,200
150,000	LLOYDS TSB BANK PLC 6 375 % 01/21/21	160,013	184,805
250,000	LOWES COS INC DEB 6 50000% 03/15/2029	249,809	319,325
250,000	LOWES COS INC DEB 6 87500% 02/15/2028	257,642	327,100
250,000	MARATHON OIL 6 0 10/1/17	232,628	300,500
250,000	MEADWESTVACO CORP SRDEB 6 80 11/15/32	229,832	270,753
405,000	MELLON CAPITAL IV 12/29/49	379,181	381,777
250,000	MELLON CAPITAL IV CAPSEC	204,531	235,665
250,000	MERRILL LYNCH CO INC MTN BE 5 00000% 02/03/2014 FR	248,645	260,175
500,000	MOBIL CORP DEB 8 62500% 08/15/2021	623,076	753,600
500,000	MORGAN STANLEY SRNT	550,284	571,015
250,000	NEWS AMER HLDGS INC DEB 7 75000% 01/20/2024	273,987	314,725
750,000	NOMURA SECURITY STOPS	750,000	741,600
250,000	PROLOGIS 6 25% DUE 3/15/17	249,727	287,625
150,000	PRUDENTIAL FINANCIAL INC	160,395	157,500
250,000	PRUDENTIAL FINL4 75 4/0/14	241,958	261,625
464,000	REGIONS FINANCIAL CORP SUBNT	519,680	508,080
250,000	RITE AID6 875 8/15/13	244,144	256,875
250,000	ROY BK SCOT 5 05 1/8/15	239,706	258,700
250,000	SLM 8 45% due 6/15/2018	252,940	292,500
216,000	SUNCOR ENERGY 6 1 6/1/18	198,854	263,477
500,000	SUNTRUST BANK 04/01/15	473,575	487,915
250,000	SUNTRUST PREFERRED CAPT 12/29/49	194,425	210,400
250,000	SUNURBAN PRO 6 DUE 3/15/20	264,711	270,625
250,000	TARGET CORP MTN BE FR 4 87500% 05/15/2018	242,197	290,325
250,000	TARGET CORP NT 5 37500% 05/01/2017	249,251	294,275
250,000	TIME WARNER ENTMT CO LP 8 37500% 07/15/2033 SRSUBDB	286,532	364,875
250,000	TORCHMARK CORP SRNT 9 250 6/15/19	307,750	337,230
250,000	TRANS OCEAN SEDCO7 375% 4/18	244,910	297,450
250,000	US STEEL 7 0 2/1/18	246,090	266,875
250,000	VALE SA SRNOTE	269,563	271,400
50,000	VALERO ENG SRNT 7 5 4/15/32	53,752	64,150
500,000	VERIZON COMM INC NT 5 500% 04/01/2017 MAKE WHOLE	497,074	586,750
500,000	WAL MART STORES INC NT 5 80000% 02/15/2018	514,548	612,550
250,000	WAL MART STORES INC NT 5 87500% 04/05/2027	248,995	334,725
500,000	WELLS FARGO(WACHOVIA) PERP PFD CL A SER K 7 98000% 12/31/49	499,646	573,750
250,000	WM WRIGLEY JR CO NOTES 4 650% 07/15/2015 MAKE WHOLE	236,987	266,800
TOTAL INVESTMENT CORP BONDS		<u>\$30,058,410</u>	<u>\$33,425,577</u>

ATTACHMENT 8

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

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

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

		<u>ATTACHMENT 10</u>	
<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
DEVA A. HIRSCH 1579F MONROE DRIVE ATLANTA, GA 30324	EXECUTIVE DIRECTOR 40.00	130,000.	20,493. 0
BARBARA SAUNDERS 1579F MONROE DRIVE ATLANTA, GA 30324	GRANTS/PROGRAM MGR 40.00	64,167.	8,370. 0
	TOTAL COMPENSATION	<u>194,167.</u>	<u>28,863.</u> 0

ATTACHMENT 11

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

DEVA HIRSH
1579F MONROE DRIVE, SUITE 933
ATLANTA, GA 30324
770-304-3035

ATTACHMENT 12990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

AN APPLICATION FORM CAN BE OBTAINED BY WRITING DIRECTLY TO THE FOUNDATION. THE APPLICATION REQUESTS BASIC INFORMATION OF THE GRANT SEEKER AND THE PURPOSE OF THE FUNDING REQUESTED.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS METRO ATLANTA CHAPTER 1955 MONROE DR NE ATLANTA, GA 30324		PUBLIC CHARITY	GENERAL SUPPORT	50,000
ANTI-DEFAMATION LEAGUE 605 THIRD AVE NEW YORK, NY 10158		PUBLIC CHARITY	GENERAL SUPPORT	28,000
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E. LOWERY BLVD NW ATLANTA, GA 30318		PUBLIC CHARITY	GENERAL SUPPORT	100,000
ATLANTA RONALD MCDONALD HOUSE CHARITIES 795 GATEWOOD RD NE ATLANTA, GA 30329		PUBLIC CHARITY	GENERAL SUPPORT	10,000
BE THE MATCH FOUNDATION 3001 BROADWAY STREET N.E. , SUITE 100 MINEAPOLIS, MN 55413-1753		PUBLIC CHARITY	GENERAL SUPPORT	50,000
BOYS AND GIRLS CLUBS OF METRO ATLANTA 100 EDGEWOOD AVE NE #700 ATLANTA, GA 30303		PUBLIC CHARITY	GENERAL SUPPORT	10,000

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMP TWIN LAKES INC. 600 MEANS ST NW ATLANTA, GA 30318	PUBLIC CHARITY	GENERAL SUPPORT	100,000
CENTER FOR THE VISUALLY IMPAIRED 739 WEST PEACHTREE ST NW ATLANTA, GA 30308	PUBLIC CHARITY	GENERAL SUPPORT	20,000
CENTRAL EDUCATION CENTER 160 MARTIN LUTHER KING DR. NEWNAN, GA 30263	PUBLIC CHARITY	GENERAL SUPPORT	10,000
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	PUBLIC CHARITY	GENERAL SUPPORT	5,760
COWETA CASA 61 HOSPITAL RD NEWNAN, GA 30263	PUBLIC CHARITY	GENERAL SUPPORT	10,000
CURE CHILDHOOD CANCER INC. 1117 PERIMETER CENTER WEST, SUITE N-402 ATLANTA, GA 30338	PUBLIC CHARITY	GENERAL SUPPORT	10,000

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
FAMILIES FIRST INC. 250 BALTIMORE ST BROOKLYN, NY 11201	PUBLIC CHARITY		GENERAL SUPPORT	25,000
FAMILIES OF CHILDREN UNDER STRESS 3825 PRESIDENTIAL PARKWAY, SUITE 103 ATLANTA, GA 30340	PUBLIC CHARITY		GENERAL SUPPORT	10,000
FLINT RIVER COUNCIL BOY SCOUTS AM. 1361 ZEBULON RD GRIFFIN, GA 30224	PUBLIC CHARITY		GENERAL SUPPORT	7,000
FOUNDATION CENTER 79 5TH AVE NEW YORK, NY 10003	PUBLIC CHARITY		GENERAL SUPPORT	11,000
FRAGILE KIDS FOUNDATION 3350 RIVERWOOD PKWY ATLANTA, GA 30339	PUBLIC CHARITY		GENERAL SUPPORT	10,000
GEORGIA TRANSPLANT FOUNDATION 600 EMBASSY ROW NE #250 ATLANTA, GA 30328	PUBLIC CHARITY		GENERAL SUPPORT	8,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUNDATION STATUS OF RECIPIENT				
GIRL SCOUTS OF GREATER ATLANTA 5601 NORTH ALLEN ROAD MABLETON, GA 30126	PUBLIC CHARITY		GENERAL SUPPORT	10,000
KAREN E. MUMFORD CANCER FOUNDATION PO BOX 18847 CLEVELAND, OH 44118	PUBLIC CHARITY		GENERAL SUPPORT	5,000
OPEN HAND 176 OTTLEY DRIVE NE ATLANTA, GA 30324	PUBLIC CHARITY		GENERAL SUPPORT	105,000
PATRONS OF THE CENTRE, INC. PO BOX 1422 NEWMAN, GA 30264-1422	PUBLIC CHARITY		GENERAL SUPPORT	10,000
POINTS OF LIGHT FOUNDATION 600 MEANS STREET, SUITE 210 ATLANTA, GA 30318	PUBLIC CHARITY		GENERAL SUPPORT	5,000
ROBERT W. WOODRUFF ARTS CENTER 1280 PEACHTREE ST NE ATLANTA, GA 30309	PUBLIC CHARITY		GENERAL SUPPORT	10,000

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
RUTLEDGE CENTER, INC. 61 HOSPITAL RD NEWMAN, GA 30263	PUBLIC CHARITY		GENERAL SUPPORT	25,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA SE ATLANTA, GA 30303	PUBLIC CHARITY		GENERAL SUPPORT	6,000
SUMMIT FAMILY YMCA 1765 EAST HWY 34 NEWMAN, GA 30265	PUBLIC CHARITY		GENERAL SUPPORT	10,000
SUNDAY AFTERNOONS OF MUSIC P.O. BOX 6688 PINECREST, FL 33256	PUBLIC CHARITY		GENERAL SUPPORT	30,000
THE ATLANTA OPERA INC. 1575 NORTHSIDE DRIVE, NW BUILDING 300, SUITE 350 ATLANTA, GA 30318	PUBLIC CHARITY		GENERAL SUPPORT	10,000
THE FRIDAY WOODMERE MUSIC CLUB 976 NEWBRIDGE ROAD NORTH BELLMORE, NY 11719	PUBLIC CHARITY		GENERAL SUPPORT	3,000

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE JOSEPH SAMS SCHOOL INC. 280 BRANDYWINE BLVD FAYETTEVILLE, GA 30214	PUBLIC CHARITY		GENERAL SUPPORT	10,000
VI AND MILTON WEINSTEIN HOSPICE 3150 HOWELL MILL RD NW ATLANTA, GA 30327	PUBLIC CHARITY		GENERAL SUPPORT	55,000
VISITING NURSE/HOSPICE ATLANTA 5775 GLENRIDGE DRIVE, SUITE E200 ATLANTA, GA 30328	PUBLIC CHARITY		GENERAL SUPPORT	50,000.
TOTAL CONTRIBUTIONS PAID				<u>818,760</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

ABRAHAM J. & PHYLLIS KATZ FOUNDATION

Employer identification number

11-6442077

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,214,524.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	1,214,524.

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

Schedule D (Form 1041) 2012

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

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		
14 Net long-term gain or (loss):			
a Total for year	14a		1,214,524.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss) Combine lines 13 and 14a	15		1,214,524.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,400	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11133933.		LONG-TERM SECURITIES 9,919,409.				P	1,214,524.	
TOTAL GAIN (LOSS)							<u>1,214,524.</u>	

ABRAHAM J. & PHYLLIS KATZ FOUNDATION**11-6442077****DIRECT CHARITABLE ACTIVITIES GRANTS AND PAYMENTS, FOR YEAR ENDED DECEMBER 31, 2012****The purpose of these expenditures is stated in Part IX-A, line 1**

The Chamber Music Society of Lincoln Center	Public	2012 ROSE Concert Series(6) hall rental, security, advertising & production, artist travel exp	\$75,000
Atlanta Symphony Orchestra	Public	Salaries, space rental, equipment etc to build youth involvement and active participation	155,500
Associazione Musicale LaGalleria Armonica	Public	2012 Concert-musician expenses, hall etc.	37,463
Mister Holland's Opus	Public	Supply instruments to young students to participate in targeted school music progs.	50,000
Atlanta Music Project	Public	Directed scholarships for aspiring musicians	50,000
Emory Chamber Music Society of Atlanta	Public	Salary for VEGA Quartet 2012 concert program - Dominic Salerni & Jessica Wu Violins, Yinzi Kong Viola, Guang Wang Cello	75,000
			<u>\$442,963</u>

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

		Principal Investigator	
Emory University Retinal/ Eye Center	Public	J Boatright PhD	\$259,275
Emory University Medical - Childrem Med Outreach	Public	V Johnson MD	100,000
University of Texas M D Anderson Cancer	Public	E Schpall PhD	133,000
St Jude Childrens Research Hospital Inc	Public	M Kasten MD	125,000
Piedmont Healthcare Foundation	Public	H McFarling MD & Nancy Cook MD	97,500
Cleveland Cord Blood Center	Public	M Laughlin MD PhD	740,149
Winship Cancer Center	Public	C Stanley MD	130,000
Emory University Preventive Cardiology	Public	L. Sperling MD	255,000
Childrens Healthcare of Atlanta	Public	P Lane MD PhD & L Kean MD PhD	275,000
			<u>\$2,114,924</u>

- 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)

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions. Employer identification number (EIN) or
	ABRAHAM J. & PHYLLIS KATZ FOUNDATION	11-6442077
	Number, street, and room or suite no. If a P.O. box, see instructions. 57 AMLAJACK BLVD.	Social security number (SSN)
	City, town, or post office, state, and ZIP code. For a foreign address, see instructions. SHENANDOAH, GA 30265-1093	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 **ALEXANDER S. KATZ**
Telephone No. **770 304-3035** 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.

- I request an additional 3-month extension of time until 11/15, 2013.
- For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension ALL THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME

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	\$	165,790.
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	\$	165,790.
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 _____

Form 8868 (Rev. 1-2013)