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**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

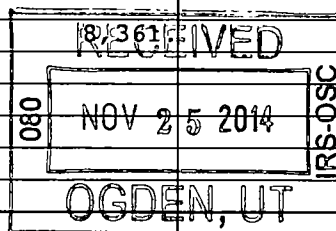
, 2013, and ending

, 20

Name of foundation <b>ABRAHAM J. &amp; PHYLLIS KATZ FOUNDATION</b>		<b>A Employer identification number</b> 11-6442077						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b> (770) 304-3035						
City or town, state or province, country, and ZIP or foreign postal code <b>SHENANDOAH, GA 30265-1093</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
<b>G Check all that apply:</b> <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>			<input type="checkbox"/> 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"/> 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							
<b>H Check type of organization:</b> <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								
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 69,176,695.		<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)						

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	42,611.			
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	3,188,439.	2,770,672.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,613,938.			
b Gross sales price for all assets on line 6a	18,740,175.			
7 Capital gain net income (from Part IV, line 2)		2,613,938.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	5,844,988.	5,384,610.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages	224,600.			224,600.
15 Pension plans, employee benefits	59,644.			59,644.
16a Legal fees (attach schedule) ATCH 1	2,440.	1,220.		1,220.
b Accounting fees (attach schedule) ATCH 2	5,000.	2,500.		2,500.
c Other professional fees (attach schedule) *	1,523.			1,523.
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 4	83,361.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	6,050.			6,050.
22 Printing and publications	16,459.			16,459.
23 Other expenses (attach schedule) ATCH 5	10,900.			10,900.
24 Total operating and administrative expenses. Add lines 13 through 23	409,977.	12,081.		322,896.
25 Contributions, gifts, grants paid	3,759,393.			3,759,393.
26 Total expenses and disbursements. Add lines 24 and 25	4,169,370.	12,081.	0	4,082,289.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	1,675,618.			
b Net investment income (if negative, enter -0-)		5,372,529.		
c Adjusted net income (if negative, enter -0-)				



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 . . . . .		4,003,513.	4,845,064.	4,845,064.
	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). **		7,420,032.	8,118,941.	8,058,041.
	b	Investments - corporate stock (attach schedule) ATCH 7		21,123,599.	21,111,404.	24,179,727.
	c	Investments - corporate bonds (attach schedule) ATCH 8		30,058,410.	30,205,763.	32,093,863.
	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 ▶ )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		62,605,554.	64,281,172.	69,176,695.	
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ )				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	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, . . . ▶ <input checked="" type="checkbox"/> X					
	check here and complete lines 27 through 31.					
	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 . . . . .		62,605,554.	64,281,172.		
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		62,605,554.	64,281,172.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		62,605,554.	64,281,172.		

## 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	62,605,554.
2	Enter amount from Part I, line 27a . . . . .	2	1,675,618.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	64,281,172.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	64,281,172.

\*\*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.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	2,613,938.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>	0	
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

**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))
2012	3,696,674.	65,568,373.	0.056379
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
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.273986
<b>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</b>			<b>3</b> 0.054797
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> 67,353,816.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 3,690,787.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 53,725.
<b>7 Add lines 5 and 6</b>			<b>7</b> 3,744,512.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 4,082,289.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	53,725.
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	53,725.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	53,725.
6	<b>Credits/Payments</b>		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	84,726.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	96,000.
d	Backup withholding erroneously withheld . . . . .	6d	
7	<b>Total credits and payments.</b> Add lines 6a through 6d . . . . .	7	180,726.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	127,001.
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input checked="" type="checkbox"/> 127,001. <b>Refunded</b> <input type="checkbox"/> <b>Refundable</b> <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)? . . . . . 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.		X
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 checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" 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 checked="" type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		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? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	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 checked="" 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 2013 or the taxable year beginning in 2013 (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 <b>N/A</b>				
14	The books are in care of <b>ALEXANDER S. KATZ</b> Telephone no. <b>770-304-3035</b>			
Located at <b>57 AMLAJACK BLVD SHENANDOAH, GA</b> ZIP+4 <b>30265-1093</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, 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 <b>N/A</b>				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)? <input type="checkbox"/> <b>1b</b>	N/A	
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 2013? <input type="checkbox"/> <b>1c</b>		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <b>N/A</b>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> <b>2b</b>	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> <b>2c</b>		
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 2013 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 2013) <input type="checkbox"/> <b>3b</b>	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> <b>4a</b>		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 2013? <input type="checkbox"/> <b>4b</b>		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 ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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		200,000	42,611	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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	64,334,572.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	4,044,937.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	68,379,509.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	68,379,509.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	1,025,693.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	67,353,816.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	3,367,691.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	3,367,691.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	53,725.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	53,725.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	3,313,966.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	3,313,966.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	3,313,966.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	4,082,289.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	4,082,289.
<b>5</b>	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).	<b>5</b>	53,725.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	4,028,564.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				3,313,966.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .				
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . . 1,411,764.				
<b>b</b> From 2009 . . . . . 191,586.				
<b>c</b> From 2010 . . . . .				
<b>d</b> From 2011 . . . . .				
<b>e</b> From 2012 . . . . . 449,319.				
<b>f</b> Total of lines 3a through e . . . . .	2,052,669.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>4,082,289.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				3,313,966.
<b>e</b> Remaining amount distributed out of corpus . . . . .	768,323.			
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:	2,820,992.			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	1,411,764.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	1,409,228.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . . 191,586.				
<b>b</b> Excess from 2010 . . . . .				
<b>c</b> Excess from 2011 . . . . .				
<b>d</b> Excess from 2012 . . . . . 449,319.				
<b>e</b> Excess from 2013 . . . . . 768,323.				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a . . . . .				
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets . . . . .				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				
(3) Largest amount of support from an exempt organization . . . . .				
(4) Gross investment income . . . . .				

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ 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 address 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a</b> Paid during the year SEE ATTACHMENT 13				3,759,393.
<b>Total</b> .....			▶ <b>3a</b>	3,759,393.
<b>b</b> Approved for future payment				
<b>Total</b> .....			▶ <b>3b</b>	

**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	
<b>1</b> Program service revenue.					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities . . . . .			14	3,188,439.	
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property .					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	2,613,938.	
<b>9</b> Net income or (loss) from special events . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . .					
<b>11</b> Other revenue: <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . .				5,802,377.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				5,802,377.	

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



**Schedule B**

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

**Schedule of Contributors**

OMB No 1545-0047

**2013**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**Name of the organization**

ABRAHAM J. &amp; PHYLLIS KATZ FOUNDATION

**Employer identification number**

11-6442077

**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)(<sup>3</sup>) (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 foundationCheck 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 its Form 990-PF, Part I, line 2, 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	\$ 42,611.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



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. &amp; 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
	----- ----- -----	----- ----- -----	

# **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)	
17144925.		LONG-TERM PUBLICLY TRADED SECURITIES 14705864.				P	VARIOUS 2,439,061.	VARIOUS
1,595,250.		SHORT-TERM PUBLICLY TRADED SECURITIES 1,420,373.				P	VARIOUS 174,877.	VARIOUS
TOTAL GAIN (LOSS) .....							<u>2,613,938.</u>	

ATTACHMENT 1FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SUTHERLAND, ASBILL&BRENNAN LLP	2,440.	1,220.		1,220.
TOTALS	<u>2,440.</u>	<u>1,220.</u>		<u>1,220.</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	5,000.	2,500.		2,500.
TOTALS	<u>5,000.</u>	<u>2,500.</u>		<u>2,500.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL PROCESSING SERVICE	1,523.	1,523.
TOTALS	<u>1,523.</u>	<u>1,523.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAX	75,000.	
FOREIGN TAXES W/H	8,361.	8,361.
TOTALS	<u>83,361.</u>	<u>8,361.</u>

FORM 990PF, PART I - OTHER EXPENSES

CHARITABLE PURPOSES	6,010.
	1,000.
	890.
	3,000.
	<u>10,900.</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>
STATE AND MUNICIPAL BONDS	7,420,032.	8,118,941.	8,058,041.
STATE OBLIGATIONS TOTAL	<u>7,420,032.</u>	<u>8,118,941.</u>	<u>8,058,041.</u>

**ABRAHAM J. AND PHYLLIS KATZ FOUNDATION**  
**FORM 990-PF PART II - CORPORATE STOCK**  
**DECEMBER 31, 2013**

11-6442077

Quantity		End of Year	
		Book Value	Fair Market Value
10,000	AEGON NV PRE 3F FLTG RATE 7.25	\$ 233,000	\$ 253,700
10,000	AEGON NV PRE 3F FLTG RATE 8.0	276,000	281,900
10,000	AEGON NV PRE 3F PERP FLTG RATE	207,305	196,800
6,330	AFLAC INCORPORATED	130,697	134,323
3,500	APPLE INC.	1,443,219	1,963,570
10,000	ASTORIA FIN CORP PREF 6.50%	250,105	219,200
10,000	ASTRAZENECA	510,367	593,700
10,000	ATT	239,999	351,600
60,000	BP PLC	2,428,123	2,916,600
10,000	CITIGROUP CAP 7.875 PREF	276,000	272,500
11,500	CITIGROUP INC	386,535	599,265
48,400	CLIFF NATURAL RESOURCES	1,335,471	1,268,564
20,000	CULLEN FROST BANKERS INC. -PREF	467,794	395,800
15,000	DUPONT	665,045	974,550
20,000	EATON VANCE GLOBAL FUND	220,220	242,000
15,000	ENTERGY ARK INC	299,700	303,600
10,000	FIRST REPUBLIC BANK 6.2% pref	238,437	221,500
10,000	FIRST REPUBLIC BANK PREF	249,500	193,000
33,500	FORD	303,349	516,905
15,000	FRONTIER COMM	95,412	69,750
1,400	GE CAPITAL CORP 4.7%	35,000	27,188
28,677	GE CAPITAL CORP 4.875%	600,217	585,584
50,000	GENERAL ELECTRIC	908,814	1,401,500
20,000	GMAC LLC NT 7.25%	497,200	507,200
10,000	HARTFORD PREF 7.875% FIX TO FLT	300,732	286,600
60,000	INTEL	1,306,966	1,557,300
5,000	INTERNATIONAL BUSINESS MACHINES	876,316	937,850
20,000	JP MORGAN	724,210	1,169,600
10,000	JPMORGAN CHASE CAP XXIX	256,405	253,200
10,000	LLOYDS BANKING GROUP 7.75 PREF	260,000	266,500
5,000	NATIONAL HEALTH	228,337	280,500
25,000	NORDIC AMERICAN TANKERS	673,605	242,500
15,000	PENGROWTH ENERGY TRUST	147,827	92,585
15,000	PRUDENTIAL FINANCIAL INC 5.75 PREF	335,243	316,800
2,800	PS BUSINESS PREF 6.45%	70,000	61,180
10,000	REYNOLDS ALUMINUM	252,703	499,900
10,000	ROYAL DUTCH	502,603	751,100
26,000	SELECTIVE INSURANCE GROUP PREF 5.875%	627,636	514,020
10,000	SUNTRUST BANK 5.875% PREF	250,000	210,000
14,570	T ROWE PRICE NEW HORIZON FUND	350,801	674,154
30,000	TEEKAY TANKERS	260,700	117,900
10,000	UIL HLDG	270,365	387,500
8,800	US BANK CORP PREF	223,080	231,440
30,000	WELLS FARGO PREF	896,365	838,800
		<u>\$ 21,111,404</u>	<u>\$ 24,179,727</u>

**ABRAHAM J. AND PHYLLIS KATZ FOUNDATION**  
**FORM 990-PF PART II - CORPORATE BONDS**  
**DECEMBER 31, 2013**

**11-6442077**

<u>Quantity</u>	<u>End of Year</u>	
	<u>Book Value</u>	<u>Fair Market Value</u>
250,000 AK STEEL CORP 8.75%	\$ 280,578	\$ 279,375
600,000 ALCOA INC 5.55% 02/01/2017	569,712	645,840
250,000 ALCOA INC 5 95% 10/1/37	265,500	231,007
250,000 ALLEGHENY LUDLUM CORP 6 95% 12/15/2025	248,082	265,525
250,000 AMERICAN EXPRESS CO 6 15% 08/28/2017	249,129	288,425
250,000 AMERICAN MUNICIPAL POWER 5 672% 02/15/21	251,875	264,540
250,000 ARCHER DANIELS MIDLAND CO 8 375% 04/15/2017	268,818	303,275
250,000 BANK OF AMERICA 5 42% 3/15/17	260,156	274,847
1,000,000 BANK OF AMERICA STEP	1,000,000	1,053,500
500,000 BARCLAYS BANK PLC 7 75%	504,636	542,500
500,000 BB&T CORP 5.20% 12/23/2015	495,528	540,250
250,000 BESTFOODS MTN BE FR 6 625% 04/15/2028	267,335	305,925
500,000 BRISTOL MYERS SQUIBB CO 7 15% 06/15/2023	546,130	622,650
250,000 CHESAPEAKE ENERGY 6 875% 11/15/20	241,082	282,500
250,000 CITIGROUP INC 5 875% 2033	267,719	256,955
250,000 Cliff Bds 4.875% 4/21/21	251,768	243,133
250,000 CLIFFS NATURAL RESOURCES INC 5 90% 2020	260,181	263,825
250,000 CLIFFS NATURAL RESOURCES INC 6 25% 2040	212,862	212,975
250,000 COCA COLA ENTERPRISES INC 8 50% 02/01/2022	291,097	323,875
250,000 CONAGRA FOODS INC 7 125% 10/01/2026	261,741	298,925
500,000 CREDIT SUISSE N Y 6 00% 02/15/2018	502,257	578,950
250,000 DAYTON HUDSON CORP 6 65% 08/01/2028	254,190	295,025
250,000 DONELLY RR 7 625% 6/15/20	258,802	271,875
250,000 DRESDNER BANK AG 7 25% 9/15/15	275,000	269,920
250,000 EATON CORP 7.65% 11/15/2029	287,261	321,800
250,000 FORD 8 125% 1/15/20	288,470	312,625
500,000 FORD 8.70% 1/15/14	515,910	529,300
250,000 FORD 6 625% 2028	286,331	280,675
250,000 GE CAPITAL 5.10% 07/15/2014	250,000	255,000
250,000 GENERAL MILLS INC 5 70% 02/15/2017	250,521	280,350
750,000 GENERAL ELECTRIC CAPITAL CORP 5 625% 09/15/2017	721,844	853,200
250,000 GENWORTH FINANCIAL 5.75% 6/15/14	248,472	255,200
250,000 GENWORTH FINANCIAL 6.51% 5/22/18	238,475	284,350
500,000 GOLDMAN SACHS CAPITAL 12/29/49	435,000	351,500
350,000 GOLDMAN SACHS GROUP INC 6 75% 2037	357,744	389,391
2,000,000 GOLDMAN SACHS GROUP INC 5 75% 10/01/2016	2,012,749	2,231,978
250,000 HEINZ H J CO 6 375% 07/15/2028	249,644	256,250
48,000 HOST MARRIOT 6 75% 6/1/16	48,291	48,691
250,000 INTERNATIONAL PAPER CO 6 875% 11/01/2023	254,999	280,750
250,000 JOHNSON & JOHNSON 6.73% 11/15/2023	275,801	312,700
500,000 JPMORGAN CHASE & CO 6 30% 4/23/19	499,482	590,150
750,000 JPMORGAN CHASE & CO PERPETUAL PFD 07 90% 12/31/2049	745,086	826,875
135,000 KINDER MORGAN ENERGY PTR 7.40% 3/15/31	148,500	157,729
250,000 KRAFT FOODS INC 6 125% 02/01/2018	250,283	288,425
750,000 LEUCAIA NATIONAL CORP 5 50% 2023	762,197	749,550
150,000 LLOYDS TSB BANK PLC 6.375% 01/21/21	160,013	176,879

**ABRAHAM J. AND PHYLLIS KATZ FOUNDATION**  
**FORM 990-PF PART II - CORPORATE BONDS**  
**DECEMBER 31, 2013**

11-6442077

Quantity	End of Year	
	Book Value	Fair Market Value
250,000 LOWES COS INC 6.50% 03/15/2029	249,821	296,525
250,000 LOWES COS INC 6.875% 02/15/2028	257,144	307,800
250,000 MARATHON OIL 6 00% 10/1/17	236,180	283,325
250,000 MEADWESTVACO CORP 6.80% 11/15/32	229,832	246,195
655,000 MELLON CAPITAL IV CAPSEC 2049	583,712	517,286
250,000 MERRILL LYNCH CO INC 5.00% 02/03/2014	249,884	250,925
500,000 MORGAN STANLEY SRNT 5 75% 2021	550,284	565,632
375,000 NEWMONT MINING CORP 5.875% 2035	362,588	319,688
375,000 NEWMONT MINING CORP 6.25% 2039	359,869	331,688
250,000 NEWS AMER HLDGS INC 7.75% 01/20/2024	271,895	292,850
750,000 NOMURA SECURITY STOPS	750,000	714,075
250,000 PROLOGIS 6 25% 3/15/17	249,800	283,300
150,000 PRUDENTIAL FINANCIAL INC 5.875% 2042	160,395	152,438
250,000 PRUDENTIAL FINANCIA INC 4.75% 4/14	248,374	252,650
464,000 REGIONS FINANCIAL CORP 7 75% 2024	519,680	541,720
250,000 ROYAL BANK SCOTLAND GROUP PLC 5.05% 1/8/15	244,743	257,400
750,000 ROYAL BANK SCOTLAND GROUP PLC 6 125%	781,579	766,500
250,000 SLM 8.45% 6/15/2018	252,404	291,250
216,000 SUNCOR ENERGY 6 10% 6/1/18	201,912	249,696
500,000 SUNTRUST BANK 04/01/15	473,575	497,529
250,000 SUNTRUST PREFERRED CAPT 12/29/49	194,425	186,563
250,000 SUNURBAN PRO 6 00% 3/15/20	262,232	267,500
250,000 TARGET CORP 4.875% 05/15/2018	243,630	278,500
250,000 TARGET CORP 5 375% 05/01/2017	249,424	281,025
750,000 TIMEWARNER CABLE 6.75% 2039	717,247	706,293
250,000 TIME WARNER ENTERTAINMENT CO LP 8.375% 07/15/2033	284,849	272,375
250,000 TORCHMARK CORP SRNT 9 25% 6/15/19	307,750	322,391
250,000 TRANS OCEAN SEDCO 7 375% 4/18	245,864	289,975
250,000 US STEEL 7 00% 2/1/18	246,854	271,875
250,000 VALE SA 5 6255% 2042	269,563	226,946
300,000 VALERO ENG SRNT 7.50% 4/15/32	378,689	364,868
500,000 VERIZON COMMUNICATIONS INC 5.50% 04/01/2017	497,760	563,650
500,000 WAL MART STORES INC 5 80% 02/15/2018	511,742	577,800
250,000 WAL MART STORES INC 5 875% 04/05/2027	249,066	295,975
500,000 WELLS FARGO PERP PFD CL A SER K 7.98% 12/31/49	499,714	557,500
250,000 WM WRIGLEY JR CO 4 65% 07/15/2015	242,033	263,175
	<u>\$ 30,205,763</u>	<u>\$ 32,093,863</u>

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

## ATTACHMENT 9

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

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 10

<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 HIRSH 1579F MONROE DRIVE ATLANTA, GA 30324	EXECUTIVE DIRECTOR 40.00	130,000.	33,402. 0
BARBARA SAUNDERS 1579F MONROE DRIVE ATLANTA, GA 30324	GRANTS/PROGRAM MGR 40.00	70,000.	9,209. 0
	TOTAL COMPENSATION	200,000.	42,611. 0

ATTACHMENT 11FORM 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.



**ABRAHAM J. AND PHYLLIS KATZ FOUNDATION**  
**FORM 990-PF PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**  
**YEAR ENDED DECEMBER 31, 2013**

11-6442077

Recipient	Address	Purpose	Amount	status
Abraham J & Phyllis Katz Cord Blood Foundation	25001 Emery Rd, Suite 150, Cleveland OH 44128	Cord Blood Collection, Cleveland Clinic Hospitals	350,000	PC
American Red Cross Metropolitan Atlanta Chapter	1955 Monroe Dr, Atlanta GA 30324	Program Support	50,000	PC
Anti-Defamation League	3490 Piedmont Rd NE, Suite 610, Atlanta GA 30305	Program Support	25,000	PC
Associazione Musicale La Galleria	955 Madison St, Woodmere NY 11598	Program Support	41,335	PC
Atlanta Community Food Bank	732 Joseph E Lowery Blvd NW, Atlanta, GA 30318	Program Support	100,000	PC
Atlanta Music Project	1280 Peachtree St NE, Atlanta GA 30309	Program Support	50,000	PC
Atlanta Ronald McDonald House Charities	795 Gatewood Rd NE, Atlanta GA 30329	Program Support	25,000	PC
Georgia Tech (Warren Woolf Fund)	740 Techwood Drive, Atlanta GA 30313	Program Support	1,000	PC
Boys & Girls Clubs of Metro Atlanta, Inc	1275 Peachtree St NE, Suite 500, Atlanta GA 30309	Program Support	10,000	PC
Camp Sunshine, Inc	1850 Clairmont Rd, Decatur GA 30033-3405	Program Support	10,000	PC
Camp Twin Lakes, Inc	600 Means St, Suite 110, Atlanta GA 30318	Program Support	100,000	PC
Center for the Visually Impaired	739 W Peachtree St NW, Atlanta GA 30324-5016	Program Support	25,000	PC
Children's Healthcare of Atlanta Foundation, Inc.	1579 Northeast Expressway, Suite A, Atlanta GA 30329	Sickle Cell Disease research	284,819	PC
Children's Healthcare of Atlanta Foundation, Inc	1579 Northeast Expressway, Suite A, Atlanta GA 30329	BMT Conference	10,000	PC
CURE Childhood Cancer Inc	1117 Perimeter Center West, Suite N402, Atlanta GA 30338	Program Support	10,000	PC
Duke University	512 S Mangum St, Suite 400, Durham NC 27701	Umbilical Cord Blood Research	205,000	PC
Emory University	1365-B Clifton Rd, Room 4403, Atlanta GA 30322	Retinal Regeneration Research	390,000	PC
Emory University	1365-B Clifton Rd, Room 4403, Atlanta GA 30322	Cord Blood Collection, Emory Midtown	258,066	PC
Emory University	1365-B Clifton Rd, Room 4403, Atlanta GA 30322	PACE Program	100,000	PC
Emory University	1365-B Clifton Rd, Room 4403, Atlanta GA 30322	Preventive Cardiology Fellowship	135,000	PC
Emory University	1365-B Clifton Rd, Room 4403, Atlanta GA 30322	Vega String Quartet Residency	75,000	PC
Emory University	1365-B Clifton Rd, Room 4403, Atlanta GA 30322	Waller Optimizing engraftment options	233,673	PC
Emory University	1365-B Clifton Rd, Room 4403, Atlanta GA 30322	GI Surgical Oncology Fellowship	155,000	PC
Families First, Inc	1105 W Peachtree St, Atlanta GA NE, Atlanta GA 30309	Program Support	25,000	PC
Families of Children Under Stress, Inc	3825 Presidential Pkwy, Suite 103, Atlanta GA 30340	Program Support	10,000	PC
Fayette County Council on Domestic Violence, Inc	PO Box 854, Fayetteville GA 30214	Program Support	10,000	PC
Foundation Center - Atlanta	50 Hurt Plaza, Suite 150, Atlanta GA 30303	Program Support	20,000	PC
Fragile Kids Foundation	3350 Riverwood Pkwy, Suite 1400, Atlanta GA 30339	Program Support	10,000	PC
Georgia Research Alliance	50 Hurt Plaza, Suite 1220, Atlanta GA 30303	Program Support	25,000	PC
Georgia State University Foundation, Inc	PO Box 3963, Atlanta GA 30302-3963	Program Support	30,000	PC
Georgia Transplant Foundation, Inc	500 Sugar Mill Rd, Suite 170-A, Atlanta GA 30350	Program Support	8,000	PC
Girl Scouts of Greater Atlanta Inc	5601 N Allen Rd, Mableton GA 30126	Program Support	10,000	PC
Hofstra University	Hempstead, NY 11550	Program Support	1,000	PC
Lekotek of Georgia, Inc	1955 Cliff Valley Way, Suite 102, Atlanta GA 30329	Program Support	10,000	PC
Mental Health America of Georgia	100 Edgewood Ave, Suite 502, Atlanta GA 30303	Program Support	10,000	PC
Moving in the Spirit, Inc	750 Glenwood Ave, Atlanta GA 30316	Program Support	20,000	PC
Open Hand	176 Ottley Dr NE, Atlanta GA 30324-3925	Program Support	52,500	PC
Patrons of the Centre	1523 Lower Fayetteville Rd, Newnan GA 30265	Program Support	10,000	PC
Piedmont Healthcare Foundation	1968 Peachtree Rd NW, Atlanta GA 30309	Cord Blood Collection, Piedmont Hospital Atlanta	350,000	PC
Posse Foundation	101 Marietta St NW, Suite 1040, Atlanta GA 30303	Program Support	5,000	PC
Robert W Woodruff Arts Center, Inc	1280 Peachtree St NW, Atlanta GA 30309	Atlanta Symphony Orchestra	154,000	PC
Robert W Woodruff Arts Center, Inc	1280 Peachtree St NW, Atlanta GA 30309	Young Audiences Program	10,000	PC

ABRAHAM J. AND PHYLLIS KATZ FOUNDATION  
FORM 990-PF PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR  
YEAR ENDED DECEMBER 31, 2013

11-6442077

Recipient	Address	Purpose	Amount	status
Robert W Woodruff Arts Center, Inc	1280 Peachtree St NW, Atlanta GA 30309	Woodruff Arts Center Program Support	10,000	PC
Sight Savers America	337 Business Circle, Pelham AL 35124	Program Support	10,000	PC
Soccer in the Streets, Inc	3845 Green Industrial Way, Atlanta GA 30341	Program Support	10,000	PC
Southeastern Horticultural Society, Inc	1705 Commerce Dr NW, Atlanta GA 30318	Program Support	10,000	PC
Southern Regional Health System, Inc	11 Upper Riverdale Rd SW, Riverdale GA 30274	Program Support	10,000	PC
Special Olympics Georgia, Inc	4000 DeKalb Technology Pkwy, Suite 400, Bldg 400, Atlanta GA 30340	Program Support	15,000	PC
The Atlanta Opera, Inc	1575 Northside Dr NW, Atlanta GA 30318	Program Support	10,000	PC
The Frazer Center Inc.	1815 S Ponce de Leon Ave, Atlanta GA 30307	Program Support	10,000	PC
The Joseph Sams School, Inc	280 Brandywine Blvd, Fayetteville GA 30214	Program Support	10,000	PC
The Mr Holland's Opus Foundation	4370 Tujunga Ave, Suite 330, Studio City CA 91604	Program Support	50,000	PC
UJA - Federation of New York	130 East 59th St, New York NY 10022	Program Support	5,000	PC
Urban Youth Harp Ensemble, Inc	3259 Briarwood Blvd, East Point GA 30344	Program Support	10,000	PC
Vi and Milton Weinstein Hospice	3150 Howell Mill Rd NW, Atlanta GA 30327	Program Support	65,000	PC
Visiting Nurse   Hospice Atlanta	5775 Glenridge Dr NE, Suite E200, Atlanta GA 30328	Program Support	75,000	PC
Washington State University Foundation	PO Box 641925, Pullman WA 99164-1925	Program Support	15,000	PC
WINGS for kids, Inc	PO Box 491749, Atlanta GA 30349	Program Support 1 Continue support of its after-school programming at Heritage and S L Lewis Elementary Schools 2 Aid in expanding the number of kids served for the 2013-14 school year	10,000	PC
Wylde Center, Inc	435 Oakview Rd, Decatur GA 30030	Program Support	10,000	PC
YWCA of Greater Atlanta	957 N Highland Ave NE, Atlanta GA 30306	Program Support	10,000	PC

\$ 3,759,393