

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2012

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending

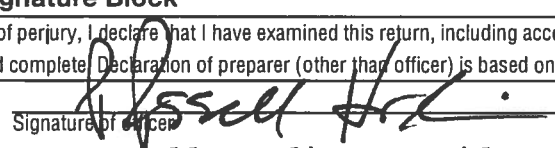
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Joseph B. Whitehead Foundation Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 191 Peachtree Street NE 3540 City, town, or post office, state, and ZIP code Atlanta, GA 30303-1799 F Name and address of principal officer: P. Russell Hardin 191 Peachtree St NE #3540, Atlanta, GA 30303	D Employer identification number 58-6001954 E Telephone number 4045226755 G Gross receipts \$ 44446285. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ www.jbwhitehead.org		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1937 M State of legal domicile: GA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: To support certain named public charities that provide a full range of basic human services to 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 Number of voting members of the governing body (Part VI, line 1a) 3 3 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 3 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 13 6 Total number of volunteers (estimate if necessary) 6 0 7 a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0. b Net unrelated business taxable income from Form 990-T, line 34 7b 0.		
Revenue		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)		0.	0.
9 Program service revenue (Part VIII, line 2g)		0.	0.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		34021251.	36475185.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		39900.	39900.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		34061151.	36515085.
Expenses			
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		33660000.	35675000.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		335471.	340779.
16 a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		148848.	142775.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		34144319.	36158554.
19 Revenue less expenses. Subtract line 18 from line 12		-83168.	356531.
Net Assets or Fund Balances		Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)		94208124.	94564476.
21 Total liabilities (Part X, line 26)		6514.	6335.
22 Net assets or fund balances. Subtract line 21 from line 20		94201610.	94558141.

Part II Signature Block

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

Sign Here	Signature of officer:  P. Russell Hardin, President Type or print name and title	Date: 8-12-2013
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Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶	Firm's EIN ▶		Phone no.	
	Firm's address ▶				

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: To support certain named public charities that provide a full range of basic human services to citizens of metropolitan Atlanta, particularly charities that serve children and youth.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 9813618. including grants of \$ 9745000.) (Revenue \$) Grants for Human Services. Grants were paid to 12 public charities in Atlanta for programs or projects related to basic human services, including grants for developing a new education-based operating model at Boys & Girls Clubs of Metro Atlanta; continued implementation of programs by Atlanta's Regional Commission on Homelessness; construction of new addiction recovery treatment facilities by the Atlanta Mission; construction of a new dining hall and kitchen for Hillside, Inc., a residential treatment facility for children with severe emotional, psychological and behavioral issues; and continued program support for several organizations serving Atlanta's youth and families.

4b (Code:) (Expenses \$ 20825614. including grants of \$ 20680000.) (Revenue \$) Grants for Education. Grants were paid to ten public charities that educate students or serve educational institutions, including grants for dropout prevention programs, school improvement efforts, expansion of Teach for America in Atlanta-area school systems, and significant support for early learning programs. One-time capital grants were paid to Junior Achievement of Georgia to build a new financial literacy training center for middle school students; KIPP Metro Atlanta to build a new charter elementary school; Spelman College to renovate an historic campus building; and Zoo Atlanta to build a new amphibian and reptile complex.

4c (Code:) (Expenses \$ 5035207. including grants of \$ 5000000.) (Revenue \$) Grants for Health. One grant was paid to Children's Healthcare of Atlanta. This was the final payment on a multi-year commitment to provide funding for the construction of a new pediatric research building and efforts to establish a comprehensive autism center. The Marcus Autism Center, a division of Children's Healthcare, was recently named an NIH Autism Center of Excellence.

4d Other program services (Describe in Schedule O.) (Expenses \$ 251760. including grants of \$ 250000.) (Revenue \$)

4e Total program service expenses 35926199.

Part IV Checklist of Required Schedules

Table with columns for question number, question text, Yes, and No. Rows include questions 1 through 20b regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Input box for Schedule O response

Main table with columns for question number, description, sub-questions (1a-1b, 2a-2b, etc.), and Yes/No columns. Includes questions about Form 1096, Form W-2G, Form W-3, and various tax compliance issues.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include questions about voting members, family relationships, management delegation, and governance decisions.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include questions about local chapters, conflict of interest policies, whistleblower policies, and document retention.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed GA
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: Erik S. Johnson, Secretary - 404-522-6755 191 Peachtree Street NE, Suite 3540, Atlanta, GA 30303

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAMES B. WILLIAMS TRUSTEE CHAIRMAN	5.00 16.00	X						25000.	67500.	0.
(2) JAMES M. SIBLEY TRUSTEE VICE CHAIRMAN	2.00 4.00	X						35000.	57500.	0.
(3) CHARLES H. MCTIER TRUSTEE	1.00 3.00	X						25000.	50000.	0.
(4) P. RUSSELL HARDIN PRESIDENT	6.00 44.00			X				67036.	461653.	78574.
(5) J. LEE TRIBBLE TREASURER	6.00 44.00			X				36449.	251001.	54219.
(6) ERIK S. JOHNSON SECRETARY	6.00 44.00			X				22356.	153957.	20104.
(7) ELIZABETH A. SMITH GRANTS PROGRAM DIRECTOR	6.00 44.00				X			16395.	112907.	19536.
(8) MARTHA W. MORTON CONTROLLER	6.00 44.00				X			14141.	97380.	47274.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position (Individual trustee or director, Institutional trustee, Officer, Key employee, Highest compensated employee, Former), (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes sub-totals for 1b, 1c, and 1d.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 0

Table with 3 columns: Question number, Question text, Yes/No response. Contains questions 3, 4, and 5 regarding compensation reporting.

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Row 1 contains 'NONE' in column A.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f					
	Program Service Revenue	2 a _____	Business Code			
b _____						
c _____						
d _____						
e _____						
f All other program service revenue						
g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		36409304.		36409304.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	42000.			
		(ii) Personal	2100.			
			39900.			
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)		39900.		39900.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	7994981.			
		(ii) Other				
			7929100.			
			65881.			
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)					
d Net gain or (loss)		65881.		65881.		
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
b Less: direct expenses	b					
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a _____						
	b _____					
	c _____					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total revenue. See instructions.		36515085.	0.	0.	36515085.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	35675000.	35675000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	219887.	135252.	84635.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	76963.	46481.	30482.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	10246.	6660.	3586.	
9 Other employee benefits	23463.	15251.	8212.	
10 Payroll taxes	10220.	6643.	3577.	
11 Fees for services (non-employees):				
a Management	202.	131.	71.	
b Legal				
c Accounting	11139.		11139.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	73651.		73651.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses	6579.	4275.	2304.	
14 Information technology	7816.	5080.	2736.	
15 Royalties				
16 Occupancy	16678.	10841.	5837.	
17 Travel	6193.	4331.	1862.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1296.	1098.	198.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	7313.	4753.	2560.	
23 Insurance	3354.	2180.	1174.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Organization dues	8152.	7962.	190.	
b				
c				
d				
e All other expenses	402.	261.	141.	
25 Total functional expenses. Add lines 1 through 24e	36158554.	35926199.	232355.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year		
Assets	1 Cash - non-interest-bearing	6870.	1	9847.		
	2 Savings and temporary cash investments	11817717.	2	13273131.		
	3 Pledges and grants receivable, net		3			
	4 Accounts receivable, net		4			
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5			
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6			
	7 Notes and loans receivable, net		7			
	8 Inventories for sale or use		8			
	9 Prepaid expenses and deferred charges		9			
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 132557.				
	b Less: accumulated depreciation	10b 10577.	124884.	10c	121980.	
	11 Investments - publicly traded securities	82223294.	11	81118922.		
	12 Investments - other securities. See Part IV, line 11		12			
	13 Investments - program-related. See Part IV, line 11		13			
	14 Intangible assets		14			
	15 Other assets. See Part IV, line 11	35359.	15	40596.		
16 Total assets. Add lines 1 through 15 (must equal line 34)	94208124.	16	94564476.			
Liabilities	17 Accounts payable and accrued expenses		17			
	18 Grants payable		18			
	19 Deferred revenue		19			
	20 Tax-exempt bond liabilities		20			
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21			
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22			
	23 Secured mortgages and notes payable to unrelated third parties		23			
	24 Unsecured notes and loans payable to unrelated third parties		24			
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	6514.	25	6335.		
	26 Total liabilities. Add lines 17 through 25	6514.	26	6335.		
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27 Unrestricted net assets	94201610.	27	94558141.		
	28 Temporarily restricted net assets		28			
	29 Permanently restricted net assets		29			
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30 Capital stock or trust principal, or current funds		30			
	31 Paid-in or capital surplus, or land, building, or equipment fund		31			
	32 Retained earnings, endowment, accumulated income, or other funds		32			
33 Total net assets or fund balances	94201610.	33	94558141.			
34 Total liabilities and net assets/fund balances	94208124.	34	94564476.			

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	36515085.
2	Total expenses (must equal Part IX, column (A), line 25)	2	36158554.
3	Revenue less expenses. Subtract line 2 from line 1	3	356531.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	94201610.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	94558141.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **Joseph B. Whitehead Foundation** Employer identification number **58-6001954**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		<input checked="" type="checkbox"/>
(ii) A family member of a person described in (i) above?		<input checked="" type="checkbox"/>
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		<input checked="" type="checkbox"/>
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
A. G. Rhodes Homes, Inc.	58-0586001	9	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		0.
American Red Cross	53-0196605	7	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		0.
Archdiocese of Atlanta	58-0867213	1	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		0.
Atlanta Center for S	58-1479816	7	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		0.
Atlanta Children's S	58-1675299	7	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		0.
Total	132								35675000.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

See Part IV for Line 11 Continuation

232021
12-04-12

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supplemental Information (Schedule A, Part I, Line 11h - Information regarding supported organizations (continuation))									
(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Atlanta Community Fo	58-1376648	7	X		X		X		0.
Atlanta Day Shelter for	58-1679617	7	X		X		X		0.
Atlanta Internationa	58-1581116	2	X		X		X		0.
Atlanta Neighborhood	58-1946632	7	X		X		X		0.
Atlanta Speech Schoo	58-0566198	2	X		X		X		0.
Atlanta Union Missio	58-0572430	7	X		X		X		1500000.
Atlanta University C			X		X		X		0.
Atlanta, City of	58-6000511	6	X		X		X		0.
Atlanta, City of, Boa	58-6000134	6	X		X		X		0.
Big Brothers Big Sisters	58-0861895	7	X		X		X		0.
Boy Scouts of America,	58-1681556	7	X		X		X		0.
Boys & Girls Clubs of Am	13-5562976	9	X		X		X		0.
Boys & Girls Clubs of Me	58-0566123	7	X		X		X		1000000.
Butler Street YMCA	58-0566145	9	X		X		X		0.
Camp Fire USA, Georgia	58-0603138	7	X		X		X		0.
Camp Twin Lakes	58-1826782	7	X		X		X		0.
Campbell-Sto ne Christian	58-1820869	1	X		X		X		0.
Canine Assistants	58-1974410	7	X		X		X		0.
Capacity, Inc.	23-7207598	7	X		X		X		0.
Carrie Steele-Pitts	58-0607078	9	X		X		X		0.
Catholic Social Servi	58-1097003	1	X		X		X		0.
Center for Children and	58-1451180	7	X		X		X		100000.
Center for Positive Agi	58-1551405	7	X		X		X		0.
Center for the Visually	58-1168874	7	X		X		X		0.
Child Development	58-1085443	7	X		X		X		0.
Continuation Total									

Part IV Supplemental Information (Schedule A, Part I, Line 11h - Information regarding supported organizations (continuation))									
(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Children's Healthcare of	58-2367819	11B	X		X		X		5000000.
CHRIS Kids, Inc. (former	58-1430183	7	X		X		X		0.
Christian City, Inc.	58-0917609	9	X		X		X		0.
Civic League for Regiona	58-1103894	7	X		X		X		0.
Clark Atlanta Univ	58-1825259	2	X		X		X		0.
Communities in Schools o	58-1152807	7	X		X		X		0.
Communities in Schools o	58-1912923	7	X		X		X		3300000.
DeKalb County Board	58-6000227	6	X		X		X		0.
Easter Seal of North Geo	58-1919768	9	X		X		X		0.
Emory University	58-0566256	2	X		X		X		0.
Families First	58-1054331	7	X		X		X		0.
Fayette Youth Protec	58-1740987	7	X		X		X		150000.
FCS Urban Ministries	58-1330830	7	X		X		X		0.
Fulton County Dept.	58-6001013	6	X		X		X		0.
Gate City Day Nursery	58-0593408	7	X		X		X		110000.
Genesis Shelter, Inc	58-1934891	7	X		X		X		0.
George West Mental Healt	58-1489941	9	X		X		X		0.
Georgia Baptist Chil	58-0610066	7	X		X		X		0.
Georgia CASA	58-1793382	7	X		X		X		400000.
Georgia Center for C	58-1762069	7	X		X		X		0.
Georgia Family Conne	58-1888262	7	X		X		X		500000.
Georgia Partnership	58-1974586	7	X		X		X		1450000.
Georgia School-Age C	58-1944914	7	X		X		X		0.
Georgia State Univer	58-6033185	7	X		X		X		200000.
Georgia Tech Foundation,	58-6043294	5	X		X		X		0.
Continuation Total									

Part IV Supplemental Information (Schedule A, Part I, Line 11h - Information regarding supported organizations (continuation))									
(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Girl Scouts of America	13-1624016	7	X		X		X		0.
Girls Incorporated	58-1276804	7	X		X		X		0.
Good Samaritan Health Services	58-2373395	7	X		X		X		0.
Goodwill Industries, Atlanta	58-0566193	7	X		X		X		0.
Education Foundation	58-2047710	7	X		X		X		0.
Gwinnett Children's Services	58-1662180	7	X		X		X		0.
Habitat for Humanity in Atlanta, Inc.	58-1535414	7	X		X		X		0.
Hands on Hillside, Inc.	58-1861026	7	X		X		X		250000.
Holy Innocents' Episcopal Church	58-0603148	3	X		X		X		1000000.
Interdenominational Theological Center	58-1120296	2	X		X		X		0.
Jerusalem House, Inc.	58-0814544	2	X		X		X		0.
Junior Achievement of Atlanta	58-1829807	7	X		X		X		0.
KIPP Metro Atlanta College Prep	58-0598050	7	X		X		X		1000000.
Latin American Assn.	11-3723114	7	X		X		X		3000000.
Literacy Action, Inc.	58-1237316	7	X		X		X		0.
Marist School	58-1053728	9	X		X		X		0.
Meridian Educational Services	58-0566204	2	X		X		X		0.
Metro Atlanta Recovery	58-2180056	7	X		X		X		0.
Morehouse College	23-7442673	7	X		X		X		0.
Morris Brown College	58-0566205	2	X		X		X		0.
Northwest Georgia Girl Scouts	58-0607083	2	X		X		X		0.
Odyssey Family Counseling	58-0566190	9	X		X		X		0.
Oglethorpe University	58-1295404	7	X		X		X		150000.
Presbyterian Homes of Georgia	58-0568698	2	X		X		X		0.
	58-1944849	9	X		X		X		0.
Continuation Total									

Part IV Supplemental Information (Schedule A, Part I, Line 11h - Information regarding supported organizations (continuation))									
(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Prevent Child Abuse Project	58-1558280	7	X		X		X		0.
Interconnect Project	58-1899845	7	X		X		X		0.
Open Hand/Atlant Project	58-1816778	7	X		X		X		0.
R.E.A.D., In Quality Care for Childre	58-2400285	7	X		X		X		0.
Regional Council of C	58-6075241	1	X		X		X		0.
Robert W. Woodruff Art	58-0633971	7	X		X		X		0.
Samaritan House of Atl	58-1713896	7	X		X		X		0.
Science & Technology M			X		X		X		0.
Senior Citizen Serv	58-0960309	9	X		X		X		0.
Servants for the Relief	58-0566234	1	X		X		X		0.
Sheltering Arms Associa	58-0566236	7	X		X		X		0.
Shepherd Center (form	51-0141601	3	X		X		X		0.
Spelman College	58-0566243	2	X		X		X		2500000.
St. Jude's Recovery Cen	58-6045872	9	X		X		X		0.
State of Georgia		6	X		X		X		0.
Teach for America	13-3541913	7	X		X		X		750000.
The Atlanta Urban League	58-0593386	7	X		X		X		0.
The Ben Franklin Aca	58-1823445	2	X		X		X		0.
The Bridge (formerly Th	58-1094289	7	X		X		X		0.
The Children's S	58-1091170	2	X		X		X		0.
The Community Fo	58-1344646	7	X		X		X		0.
The Devereux Center in G	23-1390618	7	X		X		X		0.
The Frazer Center (for	58-1824440	7	X		X		X		0.
The Galloway School	58-1052217	2	X		X		X		0.
Continuation Total									

Part IV Supplemental Information (Schedule A, Part I, Line 11h - Information regarding supported organizations (continuation))									
(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
The Howard School	58-0611768	2	X		X		X		0.
The Link Counseling C	58-1109087	7	X		X		X		0.
The Lovett School	58-0619038	2	X		X		X		0.
The Paideia School	23-7089522	2	X		X		X		0.
The Posse Foundation	13-3840394	7	X		X		X		70000.
The Salvation Ar	58-0660607	1	X		X		X		0.
The Schenck School, Inc.	58-0958208	2	X		X		X		0.
The Study Hall at Emma	58-1830316	7	X		X		X		0.
The Tommy Nobis Center	58-2080819	7	X		X		X		0.
The Westminster	58-0566206	2	X		X		X		0.
The YMCA of Metropolitan	58-0566253	9	X		X		X		0.
Trinity School	58-1197585	2	X		X		X		0.
United Methodist Ch	58-0632081	7	X		X		X		0.
United Way of Metropoli	58-0566194	7	X		X		X		9500000.
Urban Action, Inc. (form	58-2070427	7	X		X		X		0.
Urban Training Org	58-1027811	1	X		X		X		0.
Village Atlanta (see			X		X		X		0.
Village of St. Joseph	58-1097003	1	X		X		X		0.
Visiting Nurse Health	58-0566250	7	X		X		X		0.
Voices for Georgia's Ch	02-0678823	7	X		X		X		245000.
Wesley Homes, Inc.	58-0909393	9	X		X		X		1000000.
Woodward Academy	58-0625584	2	X		X		X		0.
Year Up	04-3534407	2	X		X		X		0.
YMCA of Northwest Ge	58-0644802	9	X		X		X		0.
YWCA of Greater Atla	58-0593442	9	X		X		X		0.
Continuation Total									

Part IV Supplemental Information (Schedule A, Part I, Line 11h - Information regarding supported organizations (continuation))

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
YWCA of Northwest Georgia	58-0617782	9	X		X		X		0.
Zoo Atlanta	58-1655184	9	X		X		X		2500000.
Continuation Total									35675000.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

Joseph B. Whitehead Foundation

Employer identification number

58-6001954

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	71143.			71143.
b Buildings				
c Leasehold improvements		19220.	1729.	17491.
d Equipment		42194.	8848.	33346.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				121980.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) 457(b) Plan	6310.
(3) Benefit Plan	25.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	6335.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	36517185.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	2100.
e	Add lines 2a through 2d	2e	2100.
3	Subtract line 2e from line 1	3	36515085.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	36515085.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	36160654.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	2100.
e	Add lines 2a through 2d	2e	2100.
3	Subtract line 2e from line 1	3	36158554.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	36158554.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XI, Line 2d - Other Adjustments:

Rental Expense

Part XII, Line 2d - Other Adjustments:

Rental Expense

Rental expense is included in expenses on audited financial statement but is netted against rental revenue on Form 990.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

Joseph B. Whitehead Foundation

**Employer identification number
58-6001954**

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Atlanta Mission P. O. Box 1807 Atlanta, GA 30301-1807	58-0572430	501(c)(3)	1500000.	0.			Construction of two new facilities on The Potter's House campus.
Boys & Girls Clubs of Metro Atlanta - 100 Edgewood Avenue, NE - Atlanta, GA 30303	58-0566123	501(c)(3)	1000000.	0.			Support of a new educational model and enhanced recruitment and development for staff.
Center for Children and Young Adults, Inc. - 2221 Austell Road - Marietta, GA 30008	58-1451180	501(c)(3)	100000.	0.			Renovation of property housing agencies serving children.
Children's Healthcare of Atlanta 1584 Tullie Circle, N.E. Atlanta, GA 30329-2303	58-1710601	501(c)(3)	5000000.	0.			Construction of a pediatric research building and establishment of an
Communities in Schools of Georgia 600 West Peachtree Street Atlanta, GA 30308	58-1912923	501(c)(3)	3300000.	0.			Program support and implementation of Network Empowerment Initiative over four years.
Fayette Youth Protection Home, Inc. - 101 Devant Street - Fayetteville, GA 30214	58-1740987	501(c)(3)	150000.	0.			Renovation of facility to house a resource center for children living in foster care.

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **▶ 23.**
- 3** Enter total number of other organizations listed in the line 1 table **▶ 0.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

See Part IV for Column (h) descriptions

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Gate City Day Nursery Association 2080 Cascade Road, SW Atlanta, GA 30311	58-0593408	501(c)(3)	110000.	0.			Purchase of a school bus and capital improvements to facilities.
Georgia CASA 1776 Peachtree Rd., N.W. Atlanta, GA 30309	58-1793382	501(c)(3)	400000.	0.			Continued program support.
Georgia Family Connection Partnership - 235 Peachtree St., North Tower, Suite 1600 - Atlanta, GA 30303	58-1888262	501(c)(3)	500000.	0.			Continued program support.
Georgia Partnership for Excellence in Education - 233 Peachtree Street, Suite 2000 - Atlanta, GA 30303	58-1974586	501(c)(3)	1450000.	0.			Support of core training program of the Georgia Institute for School Improvement.
Georgia State University P. O. Box 3999 Atlanta, GA 30302-3999	58-6033185	501(c)(3)	200000.	0.			Expansion of the After-School All-Stars program within Atlanta Public Schools.
Hands on Atlanta, Inc. 600 Means Street, Suite 100 Atlanta, GA 30318	58-1861026	501(c)(3)	250000.	0.			Support of efforts to retain and expand corps of individual volunteers.
Hillside, Inc. P. O. Box 8247 Atlanta, GA 31106-0247	58-0603148	501(c)(3)	1000000.	0.			Construction of a dining hall and kitchen.
Junior Achievement of Georgia 460 Abernathy Road, NE Atlanta, GA 30328-2506	58-0598050	501(c)(3)	1000000.	0.			Development of the JA Discovery Center to teach financial literacy to students.
KIPP: Metro Atlanta 98 Anderson Avenue, N.W. Atlanta, GA 30314	11-3723114	501(c)(3)	3000000.	0.			Construction of new facility to house KIPP STRIVE's elementary school.

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Odyssey Family Counseling Center 1919 John Wesley Avenue College Park, GA 30337	59-1295404	501(c)(3)	150000.	0.			Pilot program to provide counseling services to adolescent sex offenders.
The Posse Foundation 101 Marietta Street, NW Atlanta, GA 30303	13-3840394	501(c)(3)	70000.	0.			Program to recruit Atlanta students to attend selective colleges on full scholarships.
Spelman College 350 Spelman Lane, SW Atlanta, GA 30314-4399	58-0566243	501(c)(3)	2500000.	0.			Renovation of Laura Spelman Rockefeller Hall.
Teach For America 10 Peachtree Place, NE Atlanta, GA 30309	13-3541913	501(c)(3)	750000.	0.			Expansion of Teach for America corps in metro Atlanta.
United Way of Greater Atlanta, Inc. - 100 Edgewood Avenue, NE - Atlanta, GA 30303	58-0566194	501(c)(3)	9500000.	0.			Priority programs of the Regional Commission on Homelessness and support of Smart Start.
Voices for Georgia's Children 100 Edgewood Avenue, N.E., Suite 15 Atlanta, GA 30303-3068	02-0678823	501(c)(3)	245000.	0.			Program support and supplemental funding for implementation of Georgia Pre-K week.
Foundation of Wesley Woods, Inc. 1817 Clifton Road, NE Atlanta, GA 30329	58-1543164	501(c)(3)	1000000.	0.			Priorities of the Community of Caring campaign to update facilities and expand
Zoo Atlanta 800 Cherokee Avenue Atlanta, GA 30315-1440	58-1655184	501(c)(3)	2500000.	0.			Construction of a new Amphibian and Reptile Complex.

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Part II, line 1, Column (h):

Name of Organization or Government: Children's Healthcare of Atlanta

(h) Purpose of Grant or Assistance: Construction of a pediatric research building and establishment of an autism center.

Name of Organization or Government: Foundation of Wesley Woods, Inc.

(h) Purpose of Grant or Assistance: Priorities of the Community of Caring campaign to update facilities and expand programs.

Part IV Supplemental Information

Part I, Line 2: Before a grant is awarded, the Foundation's staff thoroughly reviews the project details, including the project's budget. Grant recipients provide detailed written reports at least annually on how grant funds are spent. Written reports are provided until a project's completion. Foundation staff and trustees review all reports, and they are filed with Foundation records. Foundation staff often make a site visit upon the project's completion.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

Joseph B. Whitehead Foundation

Employer identification number

58-6001954

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input checked="" type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain		X
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	X	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment?		X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	X	
c Participate in, or receive payment from, an equity-based compensation arrangement?		X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?		X
b Any related organization?		X
If "Yes" to line 5a or 5b, describe in Part III.		
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: a The organization?		X
b Any related organization?		X
If "Yes" to line 6a or 6b, describe in Part III.		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III		X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III		X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) P. RUSSELL HARDIN PRESIDENT	(i)	64414.	0.	2622.	6949.	3102.	77087.	0.
	(ii)	443586.	0.	18067.	47167.	21356.	530176.	0.
(2) J. LEE TRIBBLE TREASURER	(i)	33475.	0.	2974.	2873.	4006.	43328.	0.
	(ii)	230525.	0.	20476.	19744.	27596.	298341.	0.
(3) ERIK S. JOHNSON SECRETARY	(i)	20922.	0.	1434.	1743.	807.	24906.	0.
	(ii)	144078.	0.	9879.	12002.	5552.	171511.	0.
(4) MARTHA W. MORTON CONTROLLER	(i)	14328.	0.	-187.	2149.	3845.	20135.	0.
	(ii)	98672.	0.	-1292.	14801.	26479.	138660.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 1a: The Foundation pays the employees' FICA tax on the excess life benefit and it is reflected on the Form W-2 and is included in other compensation on Schedule J, Part II.

Part I, Line 1b: The Foundation follows a procedure to calculate the gross-up of the excess life benefit and it is input into the payroll software.

Part I, Line 4b: The Foundation credited P. Russell Hardin with \$4,866 and J. Lee Tribble with \$225 to an unfunded, unvested 457(f) Plan. The amounts are included in Part II, column C.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

Joseph B. Whitehead Foundation

Employer identification number

58-6001954

Form 990, Part I, Line 1, Description of Organization Mission:

citizens of metropolitan Atlanta, particularly charities that serve
children and youth.

Form 990, Part III, Line 4d, Other Program Services:

Grants for Philanthropy and Volunteerism. One grant was paid to Hands
On Atlanta to implement programs designed to recruit, train, and retain
leaders for its volunteer corps.

Expenses \$ 251760. including grants of \$ 250000. Revenue \$ 0.

Form 990, Part VI, Section B, line 11: The Form 990 is prepared with

audited financial data which has been reviewed by the governing board.

Internal accounting staff prepare the 990 with the aid of preparation

software. Accounting team members individually review the 990 according to
a checklist. Numbers are verified against audited financial statements.

The 990 is then reviewed by the Controller, Treasurer, Secretary and

President. A draft of the 990 is provided to all governing board members
prior to filing.

Form 990, Part VI, Section B, Line 12c: Officers and trustees disclose

annually those affiliations which may give rise to a conflict of interest.

The Secretary keeps conflict disclosures on file. Each grant application

is checked against the full conflicts list. Trustees consider conflicts or
potential conflicts before making grant determinations. Disclosure is made

on the record. Officers consult the list of conflicts or potential

conflicts when making vendor decisions.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization
Joseph B. Whitehead Foundation

Employer identification number
58-6001954

Form 990, Part VI, Section B, Line 15: The governing board determines compensation for all officers (including the President, Treasurer and Secretary) and all staff. In setting compensation, trustees consult three independent compensation studies showing compensation data at comparable organizations. Individual compensation amounts are evaluated and determined annually as part of the budgeting process conducted at the board's November meeting; 2012 compensation was determined during the November 2011 board meeting.

Form 990, Part VI, Section C, Line 19: The organization's governing documents, conflict of interest policy and audited financial statements are kept by the organization's Secretary and are made available upon request.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **Joseph B. Whitehead Foundation** Employer identification number **58-6001954**

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
Robert W. Woodruff Foundation, Inc. - 58-1695425, 191 Peachtree St., NE, Suite 3540, Atlanta, GA 30303	Grantmaking	Georgia	501(c)(3)	PF	N/A		X
Lettie Pate Whitehead Foundation, Inc. - 58-6012629, 191 Peachtree St., NE, Suite 3540, Atlanta, GA 30303	Grantmaking	Georgia	501(c)(3)	11d; III-O	N/A		X
Lettie Pate Evans Foundation, Inc. - 58-6004644, 191 Peachtree St., NE, Suite 3540, Atlanta, GA 30303	Grantmaking	Georgia	501(c)(3)	11d; III-O	N/A		X
Lettie Pate Evans Foundation, Inc. Restr u/w Lettie Pate Evans - 23-7282939, 191 Peachtree St. NE, #3540, Atlanta, GA 30303	Grantmaking	Georgia	501(c)(3)	11d; III-O	N/A		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
Robert W. Woodruff Health Sciences Center Fund, Inc. - 58-2229271, 191 Peachtree St., NE, Suite 3540, Atlanta, GA 30303	Grantmaking	Georgia	501(c)(3)	11b; II	N/A		X
Ichauway, Inc. - 58-1824778 3988 Jones Center Drive Newton, GA 39870	Ecological Research	Georgia	501(c)(3)	PF	N/A		X
American Red Cross - 53-0196605 1955 Monroe Drive, N.E. Atlanta, GA 30324	Emergency Assistance	Georgia	501(c)(3)	7	N/A		X
Archdiocese of Atlanta - 58-0867213 680 W. Peachtree St., N.W. Atlanta, GA 30308	Religion	Georgia	501(c)(3)	1	N/A		X
Atlanta Center for Self Sufficiency, Inc. - 58-1479816, P.O. Box 89125, Atlanta, GA 30312	Job training	Georgia	501(c)(3)	7	N/A		X
Atlanta Children's Shelter, Inc. - 58-1675299, 607 Peachtree Street, Atlanta, GA 30308	Homeless Shelter	Georgia	501(c)(3)	7	N/A		X
Atlanta, City of - 58-6000511 55 Trinity Ave., S.W. Atlanta, GA 30303	Municipality	Georgia		6	N/A		X
Atlanta, City of, Board of Education - 58-6000134, 2930 Forrest Hill DR, Atlanta, GA 30315	Education	Georgia		6	N/A		X
Atlanta Community Food Bank, Inc. - 58-1376648, 732 Joseph E. Lowery Blvd., Atlanta, GA 30318	Food bank	Georgia	501(c)(3)	7	N/A		X
Atlanta Day Shelter for Women and Children - 58-1679617, 1039 Marietta St., N.W., Atlanta, GA 30318	Homeless Shelter	Georgia	501(c)(3)	7	N/A		X
Atlanta Education Fund - 58-2047710 250 Williams Street Atlanta, GA 30303	Education	Georgia	501(c)(3)	7	N/A		X
Atlanta International School - 58-1581116 2890 North Fulton Drive Atlanta, GA 30305	Education	Georgia	501(c)(3)	2	N/A		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
Atlanta Neighborhood Development Partnership, Inc. - 58-1946632, 235 Peachtree St., #2000, Atlanta, GA 30303	Affordable Housing	Georgia	501(c)(3)	7	N/A		X
Atlanta Speech School - 58-0566198 3160 Northside Parkway, N.W. Atlanta, GA 30327	Education	Georgia	501(c)(3)	2	N/A		X
Atlanta Union Mission Corporation - 58-0572430, PO Box 1807, Atlanta, GA 30301	Homeless Shelter	Georgia	501(c)(3)	7	N/A		X
The Atlanta Urban League, Inc. - 58-0593386 100 Edgewood Ave. Atlanta, GA 30303	Community building	Georgia	501(c)(3)	7	N/A		X
The Ben Franklin Academy - 58-1823445 1585 Clifton Road, N.E. Atlanta, GA 30329	Education	Georgia	501(c)(3)	2	N/A		X
Big Brothers Big Sisters of Metro Atlanta - 58-0861895, 100 Edgewood Ave., Suite 710, Atlanta, GA 30303	Mentoring	Georgia	501(c)(3)	7	N/A		X
Boys & Girls Clubs of America - 13-5562976 1230 W. Peachtree St., N.W. Atlanta, GA 30309	Recreation	Georgia	501(c)(3)	9	N/A		X
Boys & Girls Clubs of Metro Atlanta - 58-0566123, 100 Edgewood Avenue, N.E., Atlanta, GA 30303	Recreation	Georgia	501(c)(3)	7	N/A		X
Boy Scouts of America, Atlanta Area Council - 58-1681556, 1800 Circle 75 Parkway, Atlanta, GA 30339	Recreation	Georgia	501(c)(3)	7	N/A		X
The Bridge - 58-1094289 1559 Johnson Rd., N.W. Atlanta, GA 30318	Child Residential Care	Georgia	501(c)(3)	7	N/A		X
Camp Fire USA, Georgia - 58-0603138 100 Edgewood Avenue, Suite 528 Atlanta, GA 30303	Recreation	Georgia	501(c)(3)	7	N/A		X
Camp Twin Lakes - 58-1826782 3525 Piedmont Rd, # 8, Suite 525 Atlanta, GA 30305	Recreation	Georgia	501(c)(3)	7	N/A		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
Campbell-Stone Christian Centers - 58-1820869, 181 Fourteenth Street, Suite 500, Atlanta, GA 30305	Elderly Care	Georgia	501(c)(3)	1	N/A		X
Canine Assistants - 58-1974410 3160 Francis Road Alpharetta, GA 30004	Disability Assistance	Georgia	501(c)(3)	7	N/A		X
Capacity, Inc. - 23-7207598 50 Hurt Plaza, Suite 100 Atlanta, GA 30303	Municipal Development	Georgia	501(c)(3)	7	N/A		X
Carrie Steele-Pitts Home, Inc. - 58-0607078 667 Fairburn Rd, N.W. Atlanta, GA 30331	Child welfare	Georgia	501(c)(3)	9	N/A		X
Catholic Social Services, Inc. - 58-1097003 680 W. Peachtree St., N.W. Atlanta, GA 30308	Charity	Georgia	501(c)(3)	1	N/A		X
Center for Positive Aging - 58-1551405 607 Peachtree Street, PO Box 55079 Atlanta, GA 30365	Elderly Care	Georgia	501(c)(3)	7	N/A		X
Center for the Visually Impaired - 58-1168874, 739 West Peachtree Street, Atlanta, GA 30308	Disability Assistance	Georgia	501(c)(3)	7	N/A		X
Child Development Association of North Fulton - 58-1085443, 89 Grove Way, Roswell, GA 30075	Child welfare	Georgia	501(c)(3)	7	N/A		X
Children's Healthcare of Atlanta - 58-2367819, 1600 Tullie Circle, N.E., Atlanta, GA 30329	Healthcare	Georgia	501(c)(3)	11b; II	N/A		X
The Children's School - 58-1091170 345 Tenth Street, N.E. Atlanta, GA 30309	Education	Georgia	501(c)(3)	2	N/A		X
CHRIS Kids, Inc. - 58-1430183 3111 Clairmont Road, Suite B Atlanta, GA 30329	Child Residential Care	Georgia	501(c)(3)	7	N/A		X
Christian City, Inc. - 58-0917609 7345 Red Oak Road Union City, GA 30291	Child welfare	Georgia	501(c)(3)	9	N/A		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

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						Yes	No
Civic League for Regional Atlanta - 58-1103894, P.O. Box 1002, Atlanta, GA 30301	Civic engagement	Georgia	501(c)(3)	7	N/A		X
Clark Atlanta University - 58-1825259 240 Chestnut Street, S.W. Atlanta, GA 30314	Higher education	Georgia	501(c)(3)	2	N/A		X
Communities in Schools of Atlanta, Inc. - 58-1152807, 600 West Peachtree Street, Suite 1200, Atlanta, GA 30308	Education	Georgia	501(c)(3)	7	N/A		X
Communities in Schools of Georgia - 58-1912923, 600 West Peachtree St, Suite 1200, Atlanta, GA 30308	Education	Georgia	501(c)(3)	7	N/A		X
The Community Foundation for Greater Atlanta, Inc. - 58-1344646, 50 Hurt Plaza, Suite 449, Atlanta, GA 30303	Charity	Georgia	501(c)(3)	7	N/A		X
DeKalb County Board of Education - 58-6000227, 3770 North Decatur Road, Decatur, GA 30032	Education	Georgia		6	N/A		X
The Devereux Center in Georgia - 23-1390618 PO Box 1688 Kennesaw, GA 30144	Child Residential Care	Georgia	501(c)(3)	7	N/A		X
Easter Seal of North Georgia - 58-1919768 3035 North Druid Hills Road Atlanta, GA 30329	Special Needs Education	Georgia	501(c)(3)	9	N/A		X
Emory University - 58-0566256 1440 Clifton Road, N.E. Atlanta, GA 30322	Higher education	Georgia	501(c)(3)	2	N/A		X
Families First - 58-1054331 PO Box 7948 Station C Atlanta, GA 30357	Child and family welfare	Georgia	501(c)(3)	7	N/A		X
Family Connection Partnership - 58-1888262 235 Peachtree St., Suite 1600 Atlanta, GA 30303	Child welfare	Georgia	501(c)(3)	7	N/A		X
Fayette Youth Protection Home, Inc. - 58-1740987, 110 Huntington Park Dr., Suite D, Fayetteville, GA 30214	Child Residential Care	Georgia	501(c)(3)	7	N/A		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

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						Yes	No
FCS Urban Ministries - 58-1330830 PO Box 17628 Atlanta, GA 30316	Neighborhood revitalization	Georgia	501(c)(3)	7	N/A		X
The Frazer Center - 58-1824440 1815 Ponce de Leon Ave. Atlanta, GA 30307	Disability Assistance	Georgia	501(c)(3)	7	N/A		X
Fulton County Dept. of Family and Children Services - 58-6001013, 800 Peachtree St., N.E, Atlanta, GA 30308	Child welfare	Georgia	501(c)(3)	6	N/A		X
The Galloway School - 58-1052217 215 West Wieuca Road, N.W. Atlanta, GA 30342	Education	Georgia	501(c)(3)	2	N/A		X
Gate City Day Nursery Association - 58-0593408, 2080 Cascade Road, S.W., Atlanta, GA 30311	Early childhood education	Georgia	501(c)(3)	7	N/A		X
Genesis Shelter, Inc. - 58-1934891 PO Box 77144 Atlanta, GA 30357	Homeless services	Georgia	501(c)(3)	7	N/A		X
Georgia Baptist Children's Homes and Family Ministries - 58-0610066, PO Box 329, Palmetto, GA 30268	Child Residential Care	Georgia	501(c)(3)	7	N/A		X
Georgia CASA - 58-1793382 1776 Peachtree Rd., Suite 219 Atlanta, GA 30309	Child welfare	Georgia	501(c)(3)	7	N/A		X
Georgia Center for Child Advocacy - 58-1762069, 818 Pollard Boulevard, Suite 301, Atlanta, GA 30315	Child abuse prevention	Georgia	501(c)(3)	7	N/A		X
Georgia Partnership for Excellence in Education - 58-1974586, 233 Peachtree Street, Suite 2000, Atlanta, GA 30303	Education	Georgia	501(c)(3)	7	N/A		X
Georgia School-Age Care Association, Inc - 58-1944914, 246 Sycamore Street, Suite 252, Decatur, GA 30030	Child welfare	Georgia	501(c)(3)	7	N/A		X
Georgia State University Foundation, Inc. - 58-6033185, University Plaza, Atlanta, GA 30303	Education	Georgia	501(c)(3)	7	N/A		X

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						Yes	No
Georgia Tech Foundation, Inc. - 58-6043294							
Georgia Institute of Technology							
Atlanta, GA 30332	Higher education	Georgia	501(c)(3)	5	N/A		X
State of Georgia	State government	Georgia		6	N/A		X
Girl Scouts of America - 13-1624016							
420 5th Street							
New York, NY 10018	Recreation	New York	501(c)(3)	7	N/A		X
Girls Incorporated - 58-1276804							
1422 W. Peachtree St., Suite 616							
Atlanta, GA 30309	Recreation	Georgia	501(c)(3)	7	N/A		X
Good Samaritan Health Center, Inc. -							
58-2373395, 239 Alexander Street, N.W.,							
Atlanta, GA 30313	Healthcare	Georgia	501(c)(3)	7	N/A		X
Goodwill Industries, Inc. - 58-0566193							
2201 Glenwood Ave, S.E.							
Atlanta, GA 30316	Job training	Georgia	501(c)(3)	7	N/A		X
Gwinnett Children's Shelter, Inc. -							
58-1662180, PO Box 527, Buford, GA 30515	Child Residential Care	Georgia	501(c)(3)	7	N/A		X
Habitat for Humanity in Atlanta, Inc. -							
58-1535414, 519 Memorial Dr., S.E., Atlanta,							
GA 30312	Homebuilding	Georgia	501(c)(3)	7	N/A		X
Hands on Atlanta, Inc. - 58-1861026							
600 Means Street, Suite 100							
Atlanta, GA 30318	Community service	Georgia	501(c)(3)	7	N/A		X
Hillside, Inc. - 58-0603148							
PO Box 8247	Child psychiatric						
Atlanta, GA 31106	treatment	Georgia	501(c)(3)	3	N/A		X
Holy Innocents' Episcopal School -							
58-1120296, 805 Mt. Vernon Highway, N.W.,							
Atlanta, GA 30327	Education	Georgia	501(c)(3)	2	N/A		X
The Howard School - 58-0611768							
1246 Ponce de Leon Ave.							
Atlanta, GA 30306	Education	Georgia	501(c)(3)	2	N/A		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

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						Yes	No
Interdenominational Theological Center - 58-0814544, 700 Martin Luther King, Jr. Dr., S.W., Atlanta, GA 30314	Education	Georgia	501(c)(3)	2	N/A		X
Jerusalem House, Inc. - 58-1829807 100 Edgewood Ave., Suite 1228 Atlanta, GA 30303	Homeless services	Georgia	501(c)(3)	7	N/A		X
Junior Achievement of Georgia - 58-0598050 460 Abernathy Rd., N.E. Atlanta, GA 30328	Education	Georgia	501(c)(3)	7	N/A		X
KIPP Metro Atlanta Collaborative, Inc. - 11-3723114, 98 Anderson Ave., Atlanta, GA 30314	Education	Georgia	501(c)(3)	7	N/A		X
Latin American Association - 58-1237316 2750 Buford Highway Atlanta, GA 30324	Ethnic community building	Georgia	501(c)(3)	7	N/A		X
The Link Counseling Center - 58-1109087 348 Mount Vernon Highway, N.E. Atlanta, GA 30328	Family counseling	Georgia	501(c)(3)	7	N/A		X
Literacy Action, Inc. - 58-1053728 101 Marietta Street, Suite 200 Atlanta, GA 30303	Education	Georgia	501(c)(3)	9	N/A		X
The Lovett School - 58-0619038 4075 Paces Ferry Rd., N.W. Atlanta, GA 30327	Education	Georgia	501(c)(3)	2	N/A		X
Marist School - 58-0566204 3790 Ashford-Dunwoody Road, N.E. Atlanta, GA 30319	Education	Georgia	501(c)(3)	2	N/A		X
Meridian Educational Resource Group - 58-2180056, 1353 DuPont Avenue, Atlanta, GA 30317	Community Assistance	Georgia	501(c)(3)	7	N/A		X
Metro Atlanta Recovery Residences, Inc. - 23-7442673, 2000 Clearview Avenue, Suite 200, Doraville, GA 30340	Addiction treatment	Georgia	501(c)(3)	7	N/A		X
Morehouse College - 58-0566205 830 Westview Dr., S.W. Atlanta, GA 30314	Higher education	Georgia	501(c)(3)	2	N/A		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

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						Yes	No
Morris Brown College - 58-0607083 643 Martin Luther King, Jr. Drive Atlanta, GA 30314	Higher education	Georgia	501(c)(3)	2	N/A		X
The Tommy Nobis Center - 58-2080819 1480 Bells Ferry Rd. Marietta, GA 30066	Disability Assistance	Georgia	501(c)(3)	7	N/A		X
Northwest Georgia Girl Scout Council, Inc. - 58-0566190, 100 Edgewood Avenue, Atlanta, GA 30335	Recreation	Georgia	501(c)(3)	9	N/A		X
Odyssey Family Counseling Center - 58-1295404, 3578 South Fulton Avenue, Hapeville, GA 30354	Family counseling	Georgia	501(c)(3)	7	N/A		X
Oglethorpe University - 58-0568698 4484 Peachtree Road, N.E. Atlanta, GA 30319	Higher education	Georgia	501(c)(3)	2	N/A		X
The Paideia School - 23-7089522 1509 Ponce de Leon Avenue, N.E. Atlanta, GA 30307	Education	Georgia	501(c)(3)	2	N/A		X
The Posse Foundation - 13-3840394 101 Marietta Street, Suite 1040 Atlanta, GA 30303	Education	Georgia	501(c)(3)	7	N/A		X
Presbyterian Homes of Georgia, Inc. - 58-1944849, PO Box 407, Quitman, GA 31643	Elderly Care	Georgia	501(c)(3)	9	N/A		X
Prevent Child Abuse Georgia - 58-1558280 1720 Peachtree St., Suite 600 Atlanta, GA 30309	Child abuse prevention	Georgia	501(c)(3)	7	N/A		X
Project Interconnections, Inc. - 58-1899845 57 Forsyth Street, Suite 1110 Atlanta, GA 30303	Homeless services	Georgia	501(c)(3)	7	N/A		X
Project Open Hand/Atlanta - 58-1816778 1080R Euclid Avenue, N.E. Atlanta, GA 30307	Feeding program	Georgia	501(c)(3)	7	N/A		X
Quality Care for Children, Inc. - 58-2400285 1447 Peachtree St., Suite 700 Atlanta, GA 30309	Child welfare	Georgia	501(c)(3)	7	N/A		X

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						Yes	No
Regional Council of Churches of Atlanta, Inc. - 58-6075241, 4656 Boulevard, S.E., Suite 101, Atlanta, GA 30312	Religious association	Georgia	501(c)(3)	1	N/A		X
A. G. Rhodes Homes, Inc. - 58-0586001 3715 Northside Parkway Atlanta, GA 30327	Elderly Care	Georgia	501(c)(3)	9	N/A		X
St. Jude's Recovery Center, Inc. - 58-6045872, 139 Renaissance Parkway, N.E., Atlanta, GA 30308	Addiction treatment	Georgia	501(c)(3)	9	N/A		X
The Salvation Army - 58-0660607 1424 Northeast Expressway Atlanta, GA 30329	Homeless services	Georgia	501(c)(3)	1	N/A		X
The Schenck School, Inc. - 58-0958208 282 Mt. Paran Road, N.W. Atlanta, GA 30327	Education	Georgia	501(c)(3)	2	N/A		X
Senior Citizen Services - 58-0960309 1705 Commerce Drive Atlanta, GA 30318	Elderly Care	Georgia	501(c)(3)	9	N/A		X
Servants for the Relief of Incurable Cancer - 58-0566234, 760 Pollard Boulevard, S.W., Atlanta, GA 30315	Charity healthcare	Georgia	501(c)(3)	1	N/A		X
Sheltering Arms Association of Day Nurseries - 58-0566236, 350 Centennial Olympic Park Drive., N.W., Atlanta, GA 30313	Education	Georgia	501(c)(3)	7	N/A		X
Shepherd Center - 51-0141601 2020 Peachtree Road, N.W. Atlanta, GA 30309	Healthcare	Georgia	501(c)(3)	3	N/A		X
Spelman College - 58-0566243 350 Spelman Lane, S.W. Atlanta, GA 30314	Higher education	Georgia	501(c)(3)	2	N/A		X
The Study Hall at Emmaus House, Inc. - 58-1830316, 1010 Crew Street, S.W., Atlanta, GA 30315	Recreation	Georgia	501(c)(3)	7	N/A		X
Teach for America - 13-3541913 Two Peachtree Place, 7th Floor Atlanta, GA 30309	Education	Georgia	501(c)(3)	7	N/A		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

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						Yes	No
Trinity School - 58-1197585 4301 Northside Parkway, N.W. Atlanta, GA 30327	Education	Georgia	501(c)(3)	2	N/A		X
United Methodist Children's Home - 58-0632081, 500 S. Columbia Drive, Decatur, GA 30030	Children's shelter	Georgia	501(c)(3)	7	N/A		X
United Way of Metropolitan Atlanta, Inc. - 58-0566194, 100 Edgewood Avenue N..E., Atlanta, GA 30303	Charity	Georgia	501(c)(3)	7	N/A		X
Urban Action, Inc. - 58-2070427 PO Box 54613 Atlanta, GA 30308	Child and family welfare	Georgia	501(c)(3)	7	N/A		X
Urban Training Organization of Atlanta, Inc. - 58-1027811, 1026 Ponce de Leon Avenue, Atlanta, GA 30306	Civic engagement	Georgia	501(c)(3)	1	N/A		X
Village of St. Joseph - 58-1097003 50 Hurt Plaza, Suite 630 Atlanta, GA 30303	Counseling	Georgia	501(c)(3)	1	N/A		X
Visiting Nurse Health System - 58-0566250 6610 Bay Circle, Suite C Norcross, GA 30071	Healthcare	Georgia	501(c)(3)	7	N/A		X
Voices for Georgia's Children, Inc. - 02-0678823, 100 Edgewood Ave., Suite 550, Atlanta, GA 30303	Child welfare	Georgia	501(c)(3)	7	N/A		X
Wesley Homes, Inc. - 58-0909393 1817 Clifton Rd., N.E. Atlanta, GA 30329	Elderly Care	Georgia	501(c)(3)	9	N/A		X
George West Mental Health Foundation, Inc. - 58-1489941, 1903 N. Druid Hills Rd., Atlanta, GA 30319	Counseling	Georgia	501(c)(3)	9	N/A		X
The Westminster Schools - 58-0566206 1424 W. Paces Ferry Rd., N.W. Atlanta, GA 30327	Education	Georgia	501(c)(3)	2	N/A		X
Robert W. Woodruff Arts Center, Inc. - 58-0633971, 1280 Peachtree Rd., N.E., Atlanta, GA 30309	Arts and culture	Georgia	501(c)(3)	7	N/A		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

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						Yes	No
Woodward Academy - 58-0625584 1662 Rugby Ave. Atlanta, GA 30337	Education	Georgia	501(c)(3)	2	N/A		X
Year Up - 04-3534407 730 Peachtree St., Ste 900 Atlanta, GA 30308	Education	Georgia	501(c)(3)	2	N/A		X
YMCA of Northwest Georgia, Inc. - 58-0644802 48 Henderson Street Marietta, GA 30064	Recreation	Georgia	501(c)(3)	9	N/A		X
The YMCA of Metropolitan Atlanta, Inc. - 58-0566253, 100 Edgewood Ave., Suite 1100, Atlanta, GA 30303	Recreation	Georgia	501(c)(3)	9	N/A		X
Butler Street YMCA - 58-0566145 22 Butler St., N.E. Atlanta, GA 30303	Recreation	Georgia	501(c)(3)	9	N/A		X
YWCA of Northwest Georgia, Inc. - 58-0617782 48 Henderson St Marietta, GA 30064	Recreation	Georgia	501(c)(3)	9	N/A		X
YWCA of Greater Atlanta, Inc. - 58-0593442 100 Edgewood Ave., N.E. Atlanta, GA 30303	Recreation	Georgia	501(c)(3)	9	N/A		X
Zoo Atlanta - 58-1655184 800 Cherokee Avenue Atlanta, GA 30315	Recreation	Georgia	501(c)(3)	9	N/A		X

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Multiple horizontal lines for supplemental information.