

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year **2023** or tax year beginning _____, and ending _____

Name of foundation Joseph B. Whitehead Foundation		A Employer identification number 58-6001954
Number and street (or P.O. box number if mail is not delivered to street address) 191 Peachtree Street NE	Room/suite 3540	B Telephone number 4045226755
City or town, state or province, country, and ZIP or foreign postal code Atlanta, GA 30303-1799		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,814,675,919.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,730,637.	1,730,637.		Statement 1
4 Dividends and interest from securities		53,689,429.	53,689,429.		Statement 2
5a Gross rents		45,000.	45,000.		Statement 3
b Net rental income or (loss) 42,750.					Statement 4
6a Net gain or (loss) from sale of assets not on line 10		31,339,136.			
b Gross sales price for all assets on line 6a 92,086,421.					
7 Capital gain net income (from Part IV, line 2)			31,339,136.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		86,804,202.	86,804,202.		
13 Compensation of officers, directors, trustees, etc.		341,680.	96,228.		245,452.
14 Other employee salaries and wages		207,526.	10,670.		196,856.
15 Pension plans, employee benefits		136,895.	15,439.		121,456.
16a Legal fees					
b Accounting fees Stmt 5		16,555.	1,324.		15,231.
c Other professional fees Stmt 6		303,023.	297,152.		5,871.
17 Interest					
18 Taxes Stmt 7		1,252,171.	0.		0.
19 Depreciation and depletion		1,281.	103.		
20 Occupancy		53,213.	4,257.		48,956.
21 Travel, conferences, and meetings		19,256.	6,036.		13,220.
22 Printing and publications		287.	23.		264.
23 Other expenses Stmt 8		45,595.	5,184.		40,411.
24 Total operating and administrative expenses. Add lines 13 through 23		2,377,482.	436,416.		687,717.
25 Contributions, gifts, grants paid		103,833,578.			103,833,578.
26 Total expenses and disbursements. Add lines 24 and 25		106,211,060.	436,416.		104,521,295.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...		-19,406,858.			
b Net investment income (if negative, enter -0-)			86,367,786.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,607.	5,821.	5,821.
	2 Savings and temporary cash investments	31,326,353.	27,679,505.	27,679,505.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 9	130,149,232.	164,300,305.	1785377252.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis 71,143.			
Less: accumulated depreciation	71,143.	71,143.	1,366,667.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis 61,414.				
Less: accumulated depreciation Stmt 10 58,017.	4,678.	3,397.	3,397.	
15 Other assets (describe Statement 11)	125,957.	144,871.	243,277.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	161,682,970.	192,205,042.	1814675919.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe Statement 12)	395.	530.	
23 Total liabilities (add lines 17 through 22)	395.	530.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30. <input type="checkbox"/>			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here X			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	161,682,575.	192,204,512.	
29 Total net assets or fund balances	161,682,575.	192,204,512.		
30 Total liabilities and net assets/fund balances	161,682,970.	192,205,042.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	161,682,575.
2 Enter amount from Part I, line 27a	2	-19,406,858.
3 Other increases not included in line 2 (itemize) GAIN ON STOCK GRANTS	3	49,928,795.
4 Add lines 1, 2, and 3	4	192,204,512.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	192,204,512.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a 92,086,421.		60,747,285.	31,339,136.	
b				
c				
d				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			31,339,136.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 31,339,136.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8		{ }		3 N/A

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	1,200,512.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	1,200,512.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,200,512.
6 Credits/Payments:			
a 2023 estimated tax payments and 2022 overpayment credited to 2023	6a	1,225,484.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	1,225,484.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,972.	
11 Enter the amount of line 10 to be: Credited to 2024 estimated tax 24,972. Refunded	11	0.	

Part VI-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. _____ <u>GA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <u>www.jbwhitehead.org</u>		
14 The books are in care of <u>Erik S. Johnson, Secretary</u> Telephone no. <u>404-522-6755</u> Located at <u>191 Peachtree Street NE, Suite 3540, Atlanta, GA</u> ZIP+4 <u>30303</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	1a(5)	X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(6)	X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2023?	1d	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?	2a	X
If "Yes," list the years _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	X
b If "Yes," did it have excess business holdings in 2023 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2023?	4b	X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 15		341,680.	57,640.	1,108.

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

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

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

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Includes entries for T. ROWE PRICE ASSOCIATES, GANNETT WELSH & KOTLER, LLC, and TRUIST.

Total number of others receiving over \$50,000 for professional services 0

Part VIII-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity and Expenses. Includes entry 1 with 'N/A'.

Part VIII-B Summary of Program-Related Investments

Table with 2 columns: Description of investment and Amount. Includes entry 1 with 'N/A' and entry 3 for 'All other program-related investments.'

Total. Add lines 1 through 3 0.

Part IX		Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)	
1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	1,763,447,497.
b	Average of monthly cash balances	1b	31,740,651.
c	Fair market value of all other assets (see instructions)	1c	1,588,230.
d	Total (add lines 1a, b, and c)	1d	1,796,776,378.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)			
	See Statement 16	1e	64,749,809.
2 Acquisition indebtedness applicable to line 1 assets			
		2	0.
3 Subtract line 2 from line 1d			
		3	1,796,776,378.
4 Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)			
		4	26,951,646.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3			
		5	1,769,824,732.
6 Minimum investment return. Enter 5% (0.05) of line 5			
		6	88,491,237.

Part X		Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here <input type="checkbox"/> and do not complete this part.)	
1 Minimum investment return from Part IX, line 6			
		1	88,491,237.
2a Tax on investment income for 2023 from Part V, line 5			
		2a	1,200,512.
b Income tax for 2023. (This does not include the tax from Part V.)			
		2b	
c Add lines 2a and 2b			
		2c	1,200,512.
3 Distributable amount before adjustments. Subtract line 2c from line 1			
		3	87,290,725.
4 Recoveries of amounts treated as qualifying distributions			
		4	0.
5 Add lines 3 and 4			
		5	87,290,725.
6 Deduction from distributable amount (see instructions)			
		6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1			
		7	87,290,725.

Part XI		Qualifying Distributions (see instructions)	
1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	104,521,295.
b	Program-related investments - total from Part VIII-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes			
		2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4			
		4	104,521,295.

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				87,290,725.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only			91,019,020.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2023:				
a From 2018				
b From 2019				
c From 2020				
d From 2021				
e From 2022				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$104,521,295.				
a Applied to 2022, but not more than line 2a ...			91,019,020.	
b Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2023 distributable amount				13,502,275.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				73,788,450.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2018 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2019 ...				
b Excess from 2020 ...				
c Excess from 2021 ...				
d Excess from 2022 ...				
e Excess from 2023 ...				

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2023, (b) 2022, (c) 2021, (d) 2020, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

Part XIV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

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

None

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

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed: See Statement 18

See Statement 17

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

c Any submission deadlines:

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

Part XIV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
a Paid during the year				
Annandale at Suwanee 3500 Annandale Lane Suwanee, GA 30024		PC	\$7 million campaign to update the Program Center for organization serving adults with	500,000.
ArtsNOW 10 Glenlake Pkwy Suite 130 Atlanta, GA 30328		PC	Expansion of SmART Literacy initiative to improve K-3 literacy through arts integration at four	115,000.
Atlanta Legal Aid Society 54 Ellis Street, NE Atlanta, GA 30303		PC	\$1.5 million initiative to streamline and increase access to brief legal services	500,000.
Automotive Training Center 2210 Sylvan Road, Unit M East Point, GA 30344		PC	\$3.1 million campaign to acquire and renovate a permanent facility for technical training program	400,000.
Big Brothers Big Sisters of Metro Atlanta 680 Murphy Avenue, SW, Suite 1090 Atlanta, GA 30310		PC	Expansion of the Level Up mentoring program in metro Atlanta.	300,000.
Total See continuation sheet(s) 3a				103,833,578.
b Approved for future payment				
ArtsNOW 10 Glenlake Pkwy Suite 130 Atlanta, GA 30328		PC	Expansion of SmART Literacy initiative to improve K-3 literacy through arts integration at four	345,000.
Atlanta Legal Aid Society 54 Ellis Street, NE Atlanta, GA 30303		PC	\$1.5 million initiative to streamline and increase access to brief legal services	250,000.
Atlanta Ronald McDonald House Charities 795 Gatewood Road, NE Atlanta, GA 30329		PC	\$67 million campaign to construct Ronald McDonald House at Children's Healthcare of Atlanta's North	10,000,000.
Total See continuation sheet(s) 3b				24,445,000.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,730,637.	
4 Dividends and interest from securities			14	53,689,429.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	42,750.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	31,339,136.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		86,801,952.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	86,801,952.	

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVI Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries are N/A.

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: [Signature] Date: 15/9/24 Title: President
May the IRS discuss this return with the preparer shown below? See instr. [] Yes [X] No
Print/type preparer's name, Preparer's signature, Date, Check [] if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Boys & Girls Clubs of Metro Atlanta 2880 Dresden Drive Chamblee, GA 30341		PC	Operating support.	2,000,000.
Boys & Girls Clubs of Metro Atlanta 2880 Dresden Drive Chamblee, GA 30341		PC	\$27.5 million campaign to increase impact.	5,000,000.
Cherokee By Choice 1 Innovation Way Woodstock, GA 30188		PC	Support for a mobile workshop to introduce students to technical careers.	250,000.
Communities in Schools of Atlanta 260 Peachtree Street, Suite 700 Atlanta, GA 30303		PC	Operating support for CIS Atlanta, which works to improve students' academic performance and reduce	1,000,000.
Community Foundation for Greater Atlanta fbo redefinED Atlanta 191 Peachtree Street, NE, Suite 1000 Atlanta, GA 30303		PC	Support of a loan guarantee fund for charter school facilities in metro Atlanta.	1,000,000.
Community Foundation for Greater Atlanta 191 Peachtree Street, NE, Suite 1000 Atlanta, GA 30303		PC	Establishment of the Woodruff and Whitehead Affordable Housing Donor Advised Fund.	25,000,068.
Community Foundation for Greater Atlanta 191 Peachtree Street, NE, Suite 1000 Atlanta, GA 30303		PC	For the Joseph B. Whitehead Fund to support Achieve Atlanta, an initiative to improve the	20,000,021.
Community Foundation for Greater Atlanta 191 Peachtree Street, NE, Suite 1000 Atlanta, GA 30303		PC	For the Joseph B. Whitehead Child Well-Being Fund.	5,000,019.
Corners Outreach 2 Sun Court, Suite 220 Peachtree Corners, GA 30092		PC	\$10 million campaign to construct the Corners Community Center and expand programs.	1,000,000.
Georgia Campaign for Adolescent Power and Potential 1849 The Exchange, SE, Suite 200 Atlanta, GA 30339		PC	Support of initiative to expand comprehensive sex education to additional Georgia	225,000.
Total from continuation sheets				102,018,578.

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Georgia Court Appointed Special Advocates 75 Marietta Street, NW, Suite 404 Atlanta, GA 30303		PC	Operating support for organization providing advocates for children in foster care.	500,000.
Georgia Family Connection Partnership 235 Peachtree Street, Suite 1600 Atlanta, GA 30303		PC	Support of statewide network (\$700,000) and dropout prevention cohort (\$250,000).	950,000.
Georgia Leadership Institute for School Improvement 3237 Satellite Blvd, Suite 460 Duluth, GA 30096		PC	Operating support for organization working to improve K-12 public education through leadership	900,000.
Georgia Partnership for Excellence in Education 270 Peachtree Street, Suite 2200 Atlanta, GA 30303		PC	Operating support for organization working to improve K-12 public education through research and public	650,000.
Georgia State University Research Foundation P.O. Box 3999 Atlanta, GA 30302		PC	Support for the After-School All-Stars program and summer academy at Sylvan Hills Middle School	400,000.
Georgia Works 275 Pryor Street, SW Atlanta, GA 30303		PC	\$10 million campaign to acquire and renovate a permanent facility on Auburn Avenue to expand	1,500,000.
Good Samaritan Health Center of Cobb 1605 Roberta Dr. SW Marietta, GA 30008		PC	\$3.3 million campaign to renovate and expand facilities for Federally Qualified Health Center.	250,000.
Good Samaritan Health Center 1015 Donald Lee Hollowell Pkwy. Atlanta, GA 30318		PC	\$10 million capital and capacity-building campaign to expand community health services.	400,000.
Goshen Valley Foundation 225 Reformation Pkwy Suite 118 Canton, GA 30144		PC	Establishment of the Goshen Family Resource Center to provide community-based mental health and family	200,000.
Horizons Atlanta 177 North Avenue, NW 3rd Floor, Suite 11 Atlanta, GA 30332		PC	Expansion of academic enrichment program.	500,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LaAmistad 3434 Roswell Road, NW Atlanta, GA 30305		PC	Support of reading specialists and family coaching for afterschool program serving Latino	175,000.
Link Counseling Center 348 Mount Vernon Highway, NE Sandy Springs, GA 30328		PC	Capital improvements as part of \$1.7 million campaign to expand family counseling programs.	200,000.
New American Pathways 2300 Henderson Mill Road NE, Suite 200 Atlanta, GA 30345		PC	Capital and capacity-building support to strengthen collaborative refugee resettlement services.	400,000.
Open Doors 2872 Woodcock Blvd., Suite 211 Atlanta, GA 30341		PC	\$7.2 million campaign to expand services connecting homeless and low-income clients to affordable housing.	400,000.
Open Hand Atlanta 181 Armour Drive, NE Atlanta, GA 30324		PC	\$16.5 million campaign to relocate campus to Grove Park.	3,000,000.
Partners for HOME 818 Pollard Blvd., 3rd Floor Atlanta, GA 30315		PC	Support of citywide strategy to scale housing services for the homeless.	1,500,000.
Partners in Change 467 Cherokee Avenue, SE Atlanta, GA 30312		PC	Expansion of online tool and parent coaching program.	250,000.
Purpose Built Schools Atlanta 1670 Benjamin Weldon Bickers Drive, SE Atlanta, GA 30315		PC	Support of Student and Family Support Program at four turnaround schools within Atlanta Public Schools.	1,000,000.
Refugee Women's Network 500 South Columbia Drive Decatur, GA 30030		PC	Development of a commercial kitchen for women's entrepreneurship program.	150,000.
Relay Graduate School of Education 25 Broadway, 3rd Floor New York, NY 10004		PC	Support for Relay Georgia to grow teacher preparation programs and transition to a new	350,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Soaring Heights Communities 2250 Wren Road Conyers, GA 30094		PC	\$7.8 million campaign to construct inclusive, affordable housing for public servants and adults	800,000.
Spectrum Autism Support Group P.O. Box 3132 Suwanee, GA 30024		PC	\$1.55 million campaign to establish a support center for individuals with autism and their families.	150,000.
Teach for America - Metro Atlanta 1360 Peachtree St NE, Suite 1100 Atlanta, GA 30309		PC	Support for the recruitment, training and placement of corps members in metro Atlanta schools.	450,000.
The Kindezi Schools P.O. Box 55605 Atlanta, GA 30308		PC	Implementation of STEAM certification for public charter school network.	250,000.
The Posse Foundation 101 Marietta Street, NW, Suite 1040 Atlanta, GA 30303		PC	Support of program to recruit metro Atlanta high school students to attend selective colleges on full	200,000.
The Study Hall P.O. Box 6717 Atlanta, GA 30315		PC	Renovation of facility as part of \$3.5 million campaign to expand academic enrichment program.	500,000.
United Methodist Children's Home of the North Ga. Conf dba Wellroot Family Service 1967 Lakeside Pkwy, Suite 400 Tucker, GA 30084		PC	\$5.7 million campaign to develop the Oakhurst House to serve youth transitioning out of	500,000.
United Way of Greater Atlanta 40 Courtland Street, NE, Suite 300 Atlanta, GA 30303		PC	Priority initiatives of the Regional Commission on Homelessness.	5,000,000.
United Way of Greater Atlanta 40 Courtland Street, NE, Suite 300 Atlanta, GA 30303		PC	Priority initiatives of Smart Start to improve the quality and accessibility of early childhood	17,268,470.
Voices for Georgia's Children 75 Marietta Street, Suite 400 Atlanta, GA 30303		PC	Support of operations (\$325,000), strategic planning (\$25,000) and a development consultant (\$75,000)	250,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Westside Future Fund 1300 Joseph E. Boone Blvd, NW, Suite 16 Atlanta, GA 30314		PC	Construction of affordable housing in Westside neighborhoods.	2,000,000.
Year Up 1630 Metropolitan Parkway, SW Atlanta, GA 30310		PC	Support of workforce development program to connect young adults to living-wage jobs.	500,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Big Brothers Big Sisters of Metro Atlanta 680 Murphy Avenue, SW, Suite 1090 Atlanta, GA 30310		PC	Expansion of the Level Up mentoring program in metro Atlanta. Payable over two years.	300,000.
Crossroads Community Ministries P.O. Box 55397 Atlanta, GA 30308		PC	\$1.2 million campaign to improve facilities for homeless services agency.	200,000.
Good Samaritan Health Center 1015 Donald Lee Hollowell Pkwy. Atlanta, GA 30318		PC	\$10 million capital and capacity-building campaign to expand community health services.	400,000.
Horizons Atlanta 177 North Avenue, NW 3rd Floor, Suite 11 Atlanta, GA 30332		PC	Expansion of academic enrichment program.	500,000.
Inspiredu 1550 Southland Circle, Suite 200 Atlanta, GA 30318		PC	Construction of the Volunteer and Training Center.	250,000.
redefinED Atlanta 830 Glenwood Ave SE, Suite 510-224 Atlanta, GA 30316		PC	Support of a loan guarantee fund for charter school facilities in metro Atlanta.	1,000,000.
The Salvation Army 1000 Center Place, NW Norcross, GA 30093		PC	\$35 million campaign to construct the Center of Hope and expand programs.	7,000,000.
Wellspring Living 1040 Boulevard SE, Suite M Atlanta, GA 30312		PC	\$20 million campaign to develop facilities and programs that provide a comprehensive	4,200,000.
Total from continuation sheets				13,850,000.

Part XIV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Annandale at Suwanee

\$7 million campaign to update the Program Center for organization serving adults with developmental disabilities and acquired brain injuries.

Name of Recipient - ArtsNOW

Expansion of SmART Literacy initiative to improve K-3 literacy through arts integration at four metro Atlanta schools.

Name of Recipient - Atlanta Legal Aid Society

\$1.5 million initiative to streamline and increase access to brief legal services for clients.

Name of Recipient - Automotive Training Center

\$3.1 million campaign to acquire and renovate a permanent facility for technical training program serving youth in East Point.

Name of Recipient - Communities in Schools of Atlanta

Operating support for CIS Atlanta, which works to improve students' academic performance and reduce dropout rates.

Name of Recipient - Community Foundation for Greater Atlanta

For the Joseph B. Whitehead Fund to support Achieve Atlanta, an initiative to improve the postsecondary success of students in Atlanta Public Schools.

Name of Recipient - Georgia Campaign for Adolescent Power and Potential

Support of initiative to expand comprehensive sex education to

Part XIV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

additional Georgia school districts.

Name of Recipient - Georgia Leadership Institute for School Improvement

Operating support for organization working to improve K-12 public education through leadership development.

Name of Recipient - Georgia Partnership for Excellence in Education

Operating support for organization working to improve K-12 public education through research and public policy.

Name of Recipient - Georgia State University Research Foundation

Support for the After-School All-Stars program and summer academy at Sylvan Hills Middle School and Hollis Innovation Academy.

Name of Recipient - Georgia Works

\$10 million campaign to acquire and renovate a permanent facility on Auburn Avenue to expand housing and workforce development services.

Name of Recipient - Goshen Valley Foundation

Establishment of the Goshen Family Resource Center to provide community-based mental health and family support services.

Name of Recipient - LaAmistad

Support of reading specialists and family coaching for afterschool program serving Latino students.

Name of Recipient - Relay Graduate School of Education

Support for Relay Georgia to grow teacher preparation programs and

Part XIV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

transition to a new operating model.

Name of Recipient - Soaring Heights Communities

\$7.8 million campaign to construct inclusive, affordable housing for public servants and adults with developmental disabilities as part of the Light House Village in Rockdale County.

Name of Recipient - The Posse Foundation

Support of program to recruit metro Atlanta high school students to attend selective colleges on full scholarships.

Name of Recipient - United Methodist Children's Home of the North Ga. Conf dba Wellroot Family S

\$5.7 million campaign to develop the Oakhurst House to serve youth transitioning out of foster care.

Name of Recipient - United Way of Greater Atlanta

Priority initiatives of Smart Start to improve the quality and accessibility of early childhood education in metro Atlanta.

Name of Recipient - Voices for Georgia's Children

Support of operations (\$325,000), strategic planning (\$25,000) and a development consultant (\$75,000) for organization seeking to improve child and family well-being.

Part XIV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

Name of Recipient - ArtsNOW

Expansion of SmART Literacy initiative to improve K-3 literacy through arts integration at four metro Atlanta schools. Payable over three years.

Name of Recipient - Atlanta Legal Aid Society

\$1.5 million initiative to streamline and increase access to brief legal services for clients.

Name of Recipient - Atlanta Ronald McDonald House Charities

\$67 million campaign to construct Ronald McDonald House at Children's Healthcare of Atlanta's North Druid Hills campus.

Name of Recipient - Wellspring Living

\$20 million campaign to develop facilities and programs that provide a comprehensive continuum of care for survivors of sex trafficking.

Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return. **Form 990-PF**

2023

Go to www.irs.gov/Form2220 for instructions and the latest information.

Name Joseph B. Whitehead Foundation	Employer identification number 58-6001954
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)		1	1,200,512.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	1,200,512.
4 Enter the tax shown on the corporation's 2022 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	731,360.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	731,360.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/23	06/15/23	09/15/23	12/15/23
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	182,840.	417,416.	300,128.	193,580.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	185,484.	665,000.	75,000.	300,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		2,644.	250,228.	25,100.
13 Add lines 11 and 12	13		667,644.	325,228.	325,100.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	185,484.	667,644.	325,228.	325,100.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	2,644.	250,228.	25,100.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions 19				
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2023 and before 7/1/2023	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 7\% (0.07)}{365}$...	22 \$	\$	\$	\$
23 Number of days on line 20 after 6/30/2023 and before 10/1/2023	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\% (0.07)}{365}$...	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2023 and before 1/1/2024	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 8\% (0.08)}{365}$...	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2023 and before 4/1/2024	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 8\% (0.08)}{366}$...	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2024 and before 7/1/2024	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2024 and before 10/1/2024	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2024 and before 1/1/2025	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2024 and before 3/16/2025	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns	38 \$			0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120-S filers: For lines 1, 2, 3, and 21, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

Table with 5 columns: (a) First 3 months, (b) First 5 months, (c) First 8 months, (d) First 11 months. Rows include taxable income for various periods (1a-1c, 3a-3c), calculations (4-6), and tax amounts (7-19).

Part II ^{**} **Annualized Income Installment Method**

		(a)	(b)	(c)	(d)	
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months	
20	Annualization periods (see instructions)	20				
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21	29,950,302.	30,440,744.	44,356,072.	59,026,992.
22	Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22 ..	23a	179701812.	121762976.	88,712,144.	78,702,459.
b	Extraordinary items (see instructions)	23b				
c	Add lines 23a and 23b	23c	179701812.	121762976.	88,712,144.	78,702,459.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 1, or comparable line of corporation's return	24	2,497,855.	1,692,505.	1,233,099.	1,093,964.
25	Enter any alternative minimum tax (trusts only) for each payment period. See instructions	25				
26	Enter any other taxes for each payment period. See instr.	26				
27	Total tax. Add lines 24 through 26	27	2,497,855.	1,692,505.	1,233,099.	1,093,964.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	2,497,855.	1,692,505.	1,233,099.	1,093,964.
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	31	624,464.	846,253.	924,824.	1,093,964.

Part III **Required Installments**

		1st	2nd	3rd	4th	
		installment	installment	installment	installment	
Note: Complete lines 32 through 38 of one column before completing the next column.						
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	624,464.	846,253.	924,824.	1,093,964.
33	Add the amounts in all preceding columns of line 38. See instructions	33		182,840.	600,256.	900,384.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ..	34	624,464.	663,413.	324,568.	193,580.
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	182,840.	417,416.	300,128.	300,128.
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36				
37	Add lines 35 and 36	37	182,840.	417,416.	300,128.	300,128.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	182,840.	417,416.	300,128.	193,580.

Form 2220 (2023)

**** Annualized Income Installment Method Using Standard Option**

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CASH EQUIVALENTS	1,730,637.	1,730,637.	
Total to Part I, line 3	1,730,637.	1,730,637.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
DIVIDENDS	53,689,429.	0.	53,689,429.	53,689,429.	
To Part I, line 4	53,689,429.	0.	53,689,429.	53,689,429.	

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
PEACHTREE CENTER LAND, ATLANTA	1	45,000.
Total to Form 990-PF, Part I, line 5a		45,000.

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
COMMISSION		2,250.	
- Subtotal -	1		2,250.
Total rental expenses			2,250.
Net rental Income to Form 990-PF, Part I, line 5b			42,750.

Form 990-PF	Accounting Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
AUDIT FEES	16,555.	1,324.		15,231.
To Form 990-PF, Pg 1, ln 16b	16,555.	1,324.		15,231.

Form 990-PF	Other Professional Fees			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	293,642.	293,642.		0.
BENEFIT CONSULTANTS	6,381.	510.		5,871.
OTHER CONSULTANT	3,000.	3,000.		0.
To Form 990-PF, Pg 1, ln 16c	303,023.	297,152.		5,871.

Form 990-PF	Taxes			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	1,252,171.	0.		0.
To Form 990-PF, Pg 1, ln 18	1,252,171.	0.		0.

Form 990-PF

Other Expenses

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER	18,164.	1,453.		16,711.
OFFICE INSURANCE	7,264.	581.		6,683.
SUPPLIES	806.	64.		742.
ORGANIZATION DUES	10,939.	339.		10,600.
POSTAGE	375.	30.		345.
REPAIRS AND MAINTENANCE	2,259.	181.		2,078.
FURNITURE AND EQUIPMENT	1,246.	100.		1,146.
TELEPHONE	1,357.	108.		1,249.
MISCELLANEOUS	935.	78.		857.
COMMISSION	2,250.	2,250.		0.
To Form 990-PF, Pg 1, ln 23	45,595.	5,184.		40,411.

Form 990-PF

Corporate Stock

Statement 9

Description	Book Value	Fair Market Value
ACADIA HEALTHCARE	153,815.	314,073.
ADOBE INC	364,446.	462,962.
ADVANCED MICRO DEVICES INC	157,816.	272,709.
AFFIRM HOLDINGS INC CL A	39,690.	97,002.
AGREE REALTY CORP REIT	299,688.	277,232.
ALLIENT INC	13.	15.
ALPHABET INC CL A	638,149.	2,153,601.
AMAZON.COM INC	556,608.	2,208,448.
AMPHENOL CORP	464,203.	587,544.
APPLE INC	652,704.	2,032,539.
APTARGROUP INC	142,610.	203,479.
ARTISAN INTL VALUE FUND-INS	4,996,823.	5,483,851.
ASML HOLDING NV SPONS ADR	262,950.	478,373.
ATKORE INC	332,405.	439,680.
ATLANTIC UNION BANKSHARES CORP	321,596.	299,336.
ATLISSIAN CORPORATION CL A	477,601.	576,811.
AUO CORPORATION SPONS ADR	5.	4.
AURORA INNOVATION INC CL A	46,547.	73,198.
AZENTA INC	382,499.	402,956.
BECTON DICKINSON & CO	376,907.	396,468.
BIO RAD LABORATORIES CL A	325,006.	316,432.
BJ'S WHOLESALE CLUB HOLDINGS	213,135.	537,746.
BOOKING HOLDINGS INC	298,919.	539,177.
BOOZ ALLEN HAMILTON HOLDING CL A	191,937.	525,838.
BRIGHT HORIZONS FAMILY SOLUTIONS	391,293.	345,861.
BURLINGTON STORES INC	233,961.	327,115.
CADENCE DESIGN SYSTEMS INC	310,223.	412,096.
CARTERS INC	164,866.	154,498.
CATALENT INC	183,040.	173,924.
CAVCO INDUSTRIES INC	225,569.	523,396.
CCC INTELLIGENT SOLUTIONS HLD	234,814.	225,374.
CHAMPIONX CORP	121,574.	163,722.
CHARLES SCHWAB CORP	123,210.	135,398.
CHART INDUSTRIES INC	225,123.	184,318.
CHIPOTLE MEXICAN GRILL INC	178,238.	317,887.
COCA COLA CO	2,254,986.	1,585,717,610.
COGNEX CORP	504,804.	405,087.
COLUMBUS MCKINNON CORP NY	315,037.	249,689.
COMFORT SYSTEMS USA INC	218,896.	551,196.
COUPANG INC CL A	279,212.	192,030.
CYBERARK SOFTWARE LTD/ISRAEL	411,913.	609,835.
DANAHER CORP	105,603.	113,819.
DODGE & COX INCOME FUND	4,048,060.	4,054,692.
DOLLAR GENERAL CORP	175,427.	203,653.
DORMAN PRODUCTS	233,892.	274,502.
DYNATRACE INC	228,047.	286,083.
EAGLE MATERIALS INC	265,875.	576,471.
EASTERLY GOVERNMENT PROPERTIES REIT	259,410.	189,195.
EASTGROUP PPTYS INC REIT	299,464.	336,245.
ELEMENT SOLUTIONS INC	368,871.	447,875.
ENTEGRIS INC	203,139.	498,930.
EXPONENT INC	170,450.	308,580.

FAIR ISAAC CORP	208,833.	274,706.
FED HERMES GOVT OBLIG-PREMIER #117	5,059,146.	5,059,146.
FEDERAL SIGNAL CORP	175,478.	444,785.
FISERV INC	786,325.	1,019,414.
FIVE BELOW	163,614.	432,928.
GATES INDUSTRIAL CORP PLC	292,781.	254,175.
GAZPROM PJSC-SPON ADR	3,644.	878.
GENTHERM INC	278,669.	194,779.
GIBRALTAR INDUSTRIES INC	198,379.	358,253.
GLACIER BANCORP INC	209,912.	236,350.
GLOBAL PAYMENTS INC	540,773.	428,244.
GLOBANT SA	533,624.	531,409.
GLOBUS MEDICAL INC	340,875.	348,783.
GRAND CANYON EDUCATION INC	208,691.	236,352.
HALOZYME THERAPEUTICS INC	338,896.	273,615.
HEXCEL CORP	291,016.	365,063.
HOLOGIC INC	321,756.	320,882.
HOWMET AEROSPACE INC	125,878.	136,382.
HUMANA INC	185,045.	221,580.
IDACORP INC	286,767.	312,068.
IDEX CORP	420,403.	421,193.
INGERSOLL-RAND INC	211,432.	485,618.
INTEGER HOLDINGS CORPORATION	326,606.	425,152.
INTRA-CELLULAR THERAPIES INC	336,811.	439,532.
INTUIT INC	593,965.	1,340,689.
INTUITIVE SURGICAL INC	316,681.	775,591.
ITT INC	304,370.	403,779.
JAZZ PHARMACEUTICALS PLC	400,560.	345,753.
KINSALE CAPITAL GROUP INC	205,247.	497,341.
KRISPY KREME INC	115,931.	122,652.
LANCASTER COLONY CORP	310,138.	316,807.
LEGEND BIOTECH CORP SPONS ADR	168,007.	155,961.
LIGAND PHARMACEUTICALS INC CONTRA	48.	5.
LIGAND PHARMACEUTICALS INC CONTRA	48.	5.
LILLY ELI & CO	432,485.	725,735.
LINCOLN ELEC HLDGS INC	348,062.	537,996.
LITHIA MOTORS INC-CLASS A	174,691.	488,652.
LUKOIL PJSC SPONS ADR	8,070.	140.
MACOM TECHNOLOGY SOLUTIONS HLDGS INC	195,622.	322,537.
MAGIC LEAP INC- CL A COM PPE	31,358.	302.
MAGNOLIA OIL & GAS CORP CL A	271,307.	241,578.
MANHATTAN ASSOCS INC	477,881.	704,527.
MARKETAXESS HOLDINGS INC	198,108.	245,701.
MASTERCARD INC CL A	875,590.	1,070,114.
MATADOR RESOURCES CO	304,048.	288,508.
META PLATFORMS INC CL A	784,664.	1,462,209.
MICROSOFT CORP	682,236.	3,632,170.
MMC NORILSK NICKEL PJSC SPONS ADR	3,386.	0.
MOBILE TELESYSTEMS PJSC SPONS ADR	3,407.	0.
MOLINA HEALTHCARE INC	135,254.	345,412.
MONGODB INC CL A	75,649.	102,213.
NATIONAL STORAGE AFFILIATES REIT	269,663.	222,113.
NETFLIX INC	289,266.	426,994.
NEUBERGER BERMAN HIGH INCM BD-INS	3,695,739.	3,335,162.
NEUROCRINE BIOSCIENCES INC	297,581.	448,379.
NORDSON CORP	235,000.	519,867.
NURO INC CONV PFD SER C	36,031.	11,288.
NVIDIA CORP	807,417.	1,706,528.

OVINTIV INC	266,068.	227,374.
PAYLOCITY HOLDING CORP	472,980.	378,331.
PAYLOCITY HOLDING CORP	281,080.	274,640.
PELTON INTERACTIVE INC-A	312,302.	97,336.
PENUMBRA INC	139,900.	132,310.
PERFORMANCE FOOD GROUP CO	326,154.	489,651.
PHYSICIANS REALTY TRUST REIT	246,298.	200,169.
PINNACLE FINANCIAL PARTNERS INC	326,817.	488,606.
PIPER SANDLER COS	210,720.	459,733.
POLARIS INC	327,237.	280,424.
PORTLAND GENERAL ELECTRIC CO	248,059.	230,179.
PROPETRO HOLDING CORP	163,029.	102,948.
QUAKER CHEMICAL CORP	317,339.	440,926.
RAPID7 INC	89,183.	230,684.
RAPPI INC SER E CVT PFD PP	30,948.	11,769.
RBC BEARINGS INC	310,000.	612,514.
RIVIAN AUTOMOTIVE INC CL A	304,419.	179,563.
ROSS STORES INC	367,355.	526,297.
RPM INTERNATIONAL INC	191,037.	413,812.
SALESFORCE INC	311,266.	502,334.
SCHLUMBERGER LTD	298,902.	271,389.
SCHNEIDER NATIONAL INC CL B	249,021.	255,645.
SERVICENOW INC	527,652.	844,962.
SILA NANOTECHN-CONV PFD SER F PP	21,998.	10,809.
SILICON LABORATORIES INC	181,915.	295,623.
SM ENERGY COMPANY	191,823.	163,398.
SNAP INC CL A	103,951.	173,973.
SPOTIFY TECHNOLOGY SA	246,747.	262,886.
STIFEL FINANCIAL CORPORATION	255,190.	300,042.
STRIPE INC-CL B	10,230.	14,566.
STRYKER CORPORATION	447,286.	707,923.
SUN COMMUNITIES INC REIT	254,827.	359,118.
SURGUTNEFTEGAZ PJSC SPONS PFD ADR	2,669.	0.
TATNEFT PAO SPONS ADR	1,597.	0.
TEXAS ROADHOUSE INC CL A	282,724.	541,601.
THE CIGNA GROUP	643,602.	936,680.
T-MOBILE US INC	598,460.	679,799.
TORO CO	225,873.	344,604.
TRADEWEB MARKETS INC CL A	164,432.	211,660.
UNITEDHEALTH GROUP INC	912,092.	1,366,190.
VAIL RESORTS INC	211,271.	217,099.
VANGUARD INST INDEX-INST	7,589,500.	8,622,224.
VANGUARD INTL GROWTH-ADM	2,158,827.	1,688,297.
VANGUARD S&P 500 ETF	60,314,824.	69,348,552.
VANGUARD S/C VAL INDX-ADM	6,516,338.	8,896,702.
VANGUARD SMALL CAP GROWTH ETF	7,644,215.	8,174,002.
VANGUARD TOTAL BOND MARKET	4,419,008.	4,272,740.
VANGUARD VALUE ETF	13,575,414.	16,998,001.
VERICEL CORP	203,480.	195,000.
VERTEX PHARMACEUTICALS INC	110,559.	172,521.
VISA INC CL A	432,377.	882,066.
VOYA FINANCIAL INC	421,430.	529,981.
WAYMO LLC CONV PFD SER A2 UNITS PP	20,608.	13,692.
WINTRUST FINANCIAL CORP	288,739.	359,128.
ZEBRA TECHNOLOGIES CORP	206,600.	310,229.

Total to Form 990-PF, Part II, line 10b	164,300,305.	1,785,377,252.
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Form 990-PF	Depreciation of Assets Not Held for Investment	Statement 10
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
AV EQUIPMENT	2,519.	2,519.	0.
FURNITURE AND EQUIPMENT	39,675.	39,675.	0.
LEASEHOLD IMPROVEMENTS	19,220.	15,823.	3,397.
Total To Fm 990-PF, Part II, ln 14	61,414.	58,017.	3,397.

Form 990-PF	Other Assets	Statement 11
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
457(b) PLAN	119,478.	137,171.	235,577.
BENEFIT PLANS	6,479.	7,700.	7,700.
To Form 990-PF, Part II, line 15	125,957.	144,871.	243,277.

Form 990-PF	Other Liabilities	Statement 12
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Description	BOY Amount	EOY Amount
457(b) PLAN	331.	331.
BENEFIT PLANS	64.	199.
Total to Form 990-PF, Part II, line 22	395.	530.

Form 990-PF	Explanation Concerning Part VI-A, Line 12 Qualifying Distribution Statement	Statement 13
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Explanation

These payments are treated as qualifying distributions.

Explanation

In 2023, the Foundation paid \$20,000,021 to the Community Foundation for Greater Atlanta's (CFGAs) Joseph B. Whitehead Fund for the support of Achieve Atlanta, an initiative to improve post-secondary success of students graduating from Atlanta Public Schools (APS). Housed at CFGA, Achieve Atlanta operates an advising program in APS high schools and provides need-based scholarships for APS graduates to attend college or technical school. Because Achieve Atlanta's mission includes making multi-year scholarship commitments to graduating APS students, it must have the ability to draw on significant financial resources to assure the community it can meet its forward commitments. CFGA's Joseph B. Whitehead Fund maintains resources sufficient to meet Achieve Atlanta's obligations. The grant amount was roughly equivalent to Achieve Atlanta's annual spending on college advising services, scholarships, and administration. The Foundation serves as advisor for the Joseph B. Whitehead Fund, but CFGA has ultimate authority and discretion over fund disbursement.

The Foundation also paid \$5,000,019 to CFGA's Joseph B. Whitehead Child Well-Being Fund, a partnership between the Foundation and CFGA through which CFGA makes grants to nonprofit organizations that play critical roles supporting Georgia's child welfare system. CFGA made its first distributions from the Fund in February 2022. Substantially all of the Fund's current resources will likely be committed in 2024 and expended over the next 2-3 years. The Foundation serves as advisor for the Joseph B. Whitehead Child Well-Being Fund, but CFGA has ultimate authority and discretion over fund disbursement.

In 2023, the Foundation and Robert W. Woodruff Foundation, Inc. co-established the Woodruff and Whitehead Affordable Housing Fund at CFGA. The Foundation paid \$25,000,068 to that donor advised fund during the 2023 tax year. CFGA seeks to raise \$200 million from private donors, from which it will make grants and loans to promote affordable housing development in Atlanta. The Woodruff and Whitehead Affordable Housing Fund was created in partnership with CFGA to support its affordable housing investments. The Foundation serves as advisor for the Woodruff and Whitehead Affordable Housing Fund, but CFGA has ultimate authority and discretion over fund disbursement.

Form 990-PF

Part VII - List of Officers, Directors
Trustees and Foundation Managers

Statement 15

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
James B. Williams 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Trustee- Chair 1.00	Emeritus 25,000.	1,013.	0.
E. Jenner Wood, III 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Trustee- Chair 3.00	35,000.	1,013.	0.
Lawrence L. Gellerstedt, III 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Trustee 1.00	25,000.	1,013.	0.
P. Russell Hardin 191 Peachtree St., Suite 3540 Atlanta, GA 30303	President 8.00	123,202.	18,887.	471.
Erik S. Johnson 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Vice President & Secretary 8.00	71,122.	16,768.	316.
Eli P. Niepoky 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Treasurer 8.00	62,356.	18,946.	321.
Totals included on 990-PF, Page 6, Part VII		341,680.	57,640.	1,108.

Explanation for Reduction Claimed for Blockage or Other Factors

As of December 31, 2023 the Foundation owned 26,908,495 shares of The Coca-Cola Company common stock. These represent approximately .62% of the total 4.3 billion shares outstanding. The fair value computed on the per-share price is not necessarily what the Foundation would receive if a significant portion of the stock were sold because of the Foundation's large holding. The Foundation engaged an independent valuation consultant who calculated a blockage discount factor of 3.93%. The average monthly fair value of the shares based on the per-share price was \$1,647,577,833 and the blockage discount was \$64,749,809. $\$1,647,577,833 @ 3.93\% = \$64,749,809$

Name and Address of Person to Whom Applications Should be Submitted

P. Russell Hardin, President
191 Peachtree St., Suite 3540
Atlanta, GA 30303

Telephone Number

404-522-6755

Form and Content of Applications

Application form not required. Proposals should be submitted via the Foundation's online application portal on its website. Before submitting a formal grant request, prospective grantees are encouraged to submit an informal inquiry to fdns@woodruff.org. The grant request should be made in letter form and include the following information:

- A description of the organization, its purposes, programs, staffing and governing board
- The organization's latest financial statements including the most recent audit report
- A description of the proposed project and full justification for its funding
- An itemized project budget, including other sources of support in hand or anticipated

Any Submission Deadlines

Grants are considered in April and November for requests received by February 1 and August 15.

Restrictions and Limitations on Awards

Grants are made to public charities that provide a full range of basic human services to citizens of metropolitan Atlanta. The Foundation has a particular interest in supporting organizations that serve children and youth. In recent years, the Foundation has concentrated a significant portion of its giving on improving the quality and accessibility of early childhood development programs in metro Atlanta, on increasing literacy rates, and on boosting college enrollment and graduation rates for Atlanta Public Schools graduates. Grants are reserved for well-established public charities with a broad base of community support. The Foundation provides support for capital projects and programmatic expenses. No grants are made to individuals.

Form and Content of Applications

- Evidence from the IRS of the organization's tax-exempt status and that the applying organization itself is not a private foundation.

2023 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	AV EQUIPMENT	07/01/11	SL	5.00		16	2,519.				2,519.	2,519.		0.	2,519.
2	FURNITURE AND EQUIPMENT	07/01/11	SL	7.00		16	39,675.				39,675.	39,675.		0.	39,675.
3	LEASEHOLD IMPROVEMENTS	07/01/11	SL	15.00		16	19,220.				19,220.	14,542.		1,281.	15,823.
* Total 990-PF Pg 1 Depr							61,414.				61,414.	56,736.		1,281.	58,017.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone