

Return of Private Foundation

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

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2024

Open to Public Inspection

For calendar year 2024 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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 1,925,518,175.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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	1,391,931.	1,391,931.		Statement 2
	4 Dividends and interest from securities	54,843,609.	54,843,609.		Statement 3
	5a Gross rents	45,000.	45,000.		Statement 4
	b Net rental income or (loss) 42,750.				Statement 5
	6a Net gain or (loss) from sale of assets not on line 10	209,172,037.			Statement 1
	b Gross sales price for all assets on line 6a 246,242,752.				
	7 Capital gain net income (from Part IV, line 2)		206,843,443.		
	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	265,452,577.	263,123,983.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	460,979.	111,494.		349,485.
	14 Other employee salaries and wages	254,705.	11,905.		242,801.
	15 Pension plans, employee benefits	159,065.	17,313.		141,752.
	16a Legal fees				
	b Accounting fees Stmt 6	17,518.	1,226.		16,292.
	c Other professional fees Stmt 7	317,270.	311,054.		6,215.
	17 Interest				
	18 Taxes Stmt 8	3,705,000.	0.		0.
	19 Depreciation and depletion	1,281.	90.		
	20 Occupancy	56,733.	3,971.		52,762.
	21 Travel, conferences, and meetings	18,428.	6,631.		11,797.
	22 Printing and publications	360.	25.		335.
	23 Other expenses Stmt 9	47,086.	5,061.		42,025.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,038,425.	468,770.		863,464.
	25 Contributions, gifts, grants paid	87,085,069.			87,085,069.
	26 Total expenses and disbursements. Add lines 24 and 25	92,123,494.	468,770.		87,948,533.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	173,329,083.				
b Net investment income (if negative, enter -0-)		262,655,213.			
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	5,821.	7,550.	7,550.
	2 Savings and temporary cash investments	27,679,505.	16,395,510.	16,395,510.
	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 10	164,300,305.	389,561,649.	1906110461.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis 71,143.			
Liabilities	Less: accumulated depreciation	71,143.	71,143.	2,700,000.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis 61,414.			
	Less: accumulated depreciation Stmt 11	3,397.	2,116.	2,116.
	15 Other assets (describe Statement 12)	144,871.	165,284.	302,538.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	192,205,042.	406,203,252.	1925518175.
	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 13)	530.	843.	
	23 Total liabilities (add lines 17 through 22)	530.	843.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions	192,204,512.	406,202,409.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds ...			
	29 Total net assets or fund balances	192,204,512.	406,202,409.	
	30 Total liabilities and net assets/fund balances	192,205,042.	406,203,252.	

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	192,204,512.
2 Enter amount from Part I, line 27a	2	173,329,083.
3 Other increases not included in line 2 (itemize) GAIN ON STOCK GRANTS	3	40,668,814.
4 Add lines 1, 2, and 3	4	406,202,409.
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	406,202,409.

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 246,242,752.		37,070,715.	209,172,037.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a 2,580,000.	251,406.	2,328,594.	206,843,443.		
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	206,843,443.	
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	3,650,907.
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	3,650,907.
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	3,650,907.
6 Credits/Payments:			
a 2024 estimated tax payments and 2023 overpayment credited to 2024	6a	3,729,972.	
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	3,729,972.	
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	79,065.	
11 Enter the amount of line 10 to be: Credited to 2025 estimated tax 79,065. Refunded	11	0.	

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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 <i>General Instruction T</i> .		
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 <i>General Instruction G</i> ? 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 2024 or the tax year beginning in 2024? 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 <u>See Statement 14 See Statement 15</u>	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.jbwhitehead.org</u>	X	
14 The books are in care of <u>Sara E. Blalock, 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 15 <u>N/A</u>		
16 At any time during calendar year 2024, 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		

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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.

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) Yes No X

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

1a(2) Yes No X

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

1a(3) X Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

1a(4) X Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?

1a(5) Yes No 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) Yes No 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 Yes No X

c Organizations relying on a current notice regarding disaster assistance, check here ☐**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 2024?

1d Yes No 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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024?

2a Yes No 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.)

N/A

2b Yes No

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 Yes No X

b If "Yes," did it have excess business holdings in 2024 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 2024.)

N/A

3b Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a Yes No 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 2024?

4b Yes No X

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Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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**c** Organizations relying on a current notice regarding disaster assistance, check here**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?

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?**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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?

	Yes	No
5a(1)		X
5a(2)		X
5a(3)		X
5a(4)		X
5a(5)		X
5b		
5d		
6a		X
6b		X
7a		X
7b		
8	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 16		460,979.	59,308.	7,422.

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
Elizabeth Smith - 191 Peachtree St., Suite 3540, Atlanta, GA 30303	Grants Program Director 8.00	41,846.	9,667.	324.
Sarah Tablan - 191 Peachtree St., Suite 3540, Atlanta, GA 30303	Controller 8.00	37,234.	12,450.	324.

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

0

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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."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GANNETT WELSH & KOTLER, LLC - 222 BERKELEY STREET, 15TH FLOOR, BOSTON, MA 02116	INVESTMENT MANAGER	110,301.
T. ROWE PRICE ASSOCIATES P.O. BOX 64043, BALTIMORE, MD 21264	INVESTMENT MANAGER	106,295.
TRUIST 303 PEACHTREE ST, ATLANTA, GA 30308	INVESTMENT ADVISOR	85,837.
Total number of others receiving over \$50,000 for professional services		0

Part VIII-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part VIII-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	1,906,921,628.
b	Average of monthly cash balances	1b	207,216.
c	Fair market value of all other assets (see instructions)	1c	2,974,835.
d	Total (add lines 1a, b, and c)	1d	1,910,103,679.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) See Statement 17	1e	63,056,055.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,910,103,679.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	28,651,555.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	1,881,452,124.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	94,072,606.

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

1	Minimum investment return from Part IX, line 6	1	94,072,606.
2a	Tax on investment income for 2024 from Part V, line 5	2a	3,650,907.
b	Income tax for 2024. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	3,650,907.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,421,699.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	90,421,699.
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	90,421,699.

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	87,948,533.
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	87,948,533.

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7				90,421,699.
2 Undistributed income, if any, as of the end of 2024:				
a Enter amount for 2023 only			73,788,450.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2024:				
a From 2019				
b From 2020				
c From 2021				
d From 2022				
e From 2023				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2024 from Part XI, line 4: \$ 87,948,533.				
a Applied to 2023, but not more than line 2a ...			73,788,450.	
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 2024 distributable amount				14,160,083.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2024 (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:	0.			
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 2023. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				76,261,616.
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 2019 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2025. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2020 ...				
b Excess from 2021 ...				
c Excess from 2022 ...				
d Excess from 2023 ...				
e Excess from 2024 ...				

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 2024, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2024	(b) 2023	(c) 2022	(d) 2021	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part IX, line 6, for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part 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 19**

See Statement 18

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 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
a Paid during the year				
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	200,000.
Atlanta Community Food Bank 3400 North Desert Drive Atlanta, GA 30344		PC	\$19.3 million campaign to expand food distribution capacity with capital and technology updates.	2,000,001.
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	10000000.
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 87085069.
b Approved for future payment				
Atlanta Community Food Bank 3400 North Desert Drive Atlanta, GA 30344		PC	\$19.3 million campaign to expand food distribution capacity with capital and technology updates.	2,000,000.
Communities in Schools of Atlanta 260 Peachtree Street, Suite 750 Atlanta, GA 30303		PC	Expansion of dropout prevention program in Atlanta Public Schools.	230,000.
Georgia State University Research Foundation 58 Edgewood Ave SE, 3rd Floor Atlanta, GA 30303		PC	Expansion of ARCHI Community Resource Hubs to nine new sites to improve access to health and social	200,000.
Total See continuation sheet(s)				3b 4,330,000.

Form 990-PF (2024)

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.
Children's Development Academy 89 Grove Way Roswell, GA 30075		PC	\$1.2 million campaign to expand classrooms, update playgrounds, and develop a community room.	250,000.
Children's Healthcare of Atlanta 1575 Northeast Expressway, NE Atlanta, GA 30329		PC	Implementation of the Marcus Autism Center's strategic plan to expand access to services and advance	4,000,011.
Communities in Schools of Atlanta 260 Peachtree Street, Suite 750 Atlanta, GA 30303		PC	Expansion of dropout prevention program in Atlanta Public Schools.	230,000.
Communities in Schools of Georgia 565 Northside Drive, SW, Suite C-202 Atlanta, GA 30310		PC	Operating support for CISGA, which works to improve students' academic performance and reduce dropout	800,000.
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	For the Joseph B. Whitehead Fund to support Achieve Atlanta, an initiative to improve the	20,000,039.
Crossroads Community Ministries P.O. Box 55397 Atlanta, GA 30308		PC	\$1.2 million campaign to improve facilities for homeless services agency.	200,000.
Friends of Disabled Adults and Children 4900 Lewis Road Tucker, GA 30083		PC	Support of facility improvements for organization providing home medical equipment for individuals with	200,000.
Georgia CASA 104 Marietta St. NW, Suite 600 Atlanta, GA 30303		PC	Operating support (\$500,000) and growth fund (\$100,000) for organization providing advocates for children	600,000.
Total from continuation sheets				74,335,068.

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 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 Boulevard 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 57 Edgewood Ave SE, 3rd Floor Atlanta, GA 30302		PC	Support for the After-School All-Stars program and summer academy at Sylvan Hills Middle School	300,000.
Georgia State University Research Foundation 58 Edgewood Ave SE, 3rd Floor Atlanta, GA 30303		PC	Expansion of ARCHI Community Resource Hubs to nine new sites to improve access to health and social	200,000.
Georgia Welcome Co-Op 2300 Henderson Mill Road NE, Suite 200 Atlanta, GA 30345		PC	Capital and capacity-building support to strengthen collaborative resettlement services.	300,000.
Global Village Project P.O. Box 1548 Decatur, GA 30031		PC	\$5.375 million campaign to establish a new campus for school serving girls.	750,000.
Good Samaritan Health Center 1015 Donald Lee Hollowell Pkwy. Atlanta, GA 30318-6653		PC	\$10 million capital and capacity-building campaign to expand community health services.	400,000.
Hillside 690 Courtenay Drive, NE Atlanta, GA 30306-3421		PC	\$9 million campaign to expand capacity, make campus improvements, and grow community programs.	2,000,000.
Home of Hope at Gwinnett Children's Shelter P.O. Box 527 Buford, GA 30515-0527		PC	Roof replacement for shelter serving families in crisis.	192,000.
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
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.
LaAmistad 3434 Roswell Road, NW Atlanta, GA 30305		PC	Support of reading specialists, technology updates and Teen Center launch for afterschool program.	190,000.
Momentum Advisory Collective P.O. Box 131618 Dallas, TX 75313		PC	Establishment of Cafe Momentum Atlanta to serve justice-involved youth.	300,000.
Next Generation Men & Women 352 University Ave SW, Unit W105 Atlanta, GA 30310		PC	Expansion of college and career readiness program in metro Atlanta.	200,000.
Nobis Works Inc. 1480 Bells Ferry Road Marietta, GA 30066-6014		PC	\$5.86 million campaign to construct a new education and training center to expand services for	500,000.
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.
Partnership Against Domestic Violence P.O. Box 170225 Atlanta, GA 30317		PC	\$6 million campaign to establish a new emergency shelter in Fulton County for survivors of domestic	1,000,000.
Ser Familia 1000 Cobb Place Blvd, Suite 170 Kennesaw, GA 30144		PC	\$15.7 million campaign to establish a new headquarters in Cobb County for human services organization.	3,000,000.
Star-C 1335 Canton Road, Suite D Marietta, GA 30066-0000		PC	Support of transportation, technology and site improvements to expand programs to new	100,000.
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
Teach for America - Metro Atlanta 1360 Peachtree St NE, Suite 1100 Atlanta, GA 30309-3283		PC	Support for the recruitment, training and placement of corps members in metro Atlanta schools.	500,000.
The Posse Foundation 101 Marietta Street, N.W., 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 Salvation Army Georgia Divisional Headquarters, 1000 Center Place, NW Norcross, GA 30093		PC	\$35 million campaign to construct the Center of Hope and expand programs.	7,000,000.
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	14,723,018.
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.
Voices for Georgia's Children 75 Marietta Street, NW, Suite 401 Atlanta, GA 30303-3068		PC	Support of operations (\$250,000) and the Georgia Statewide Afterschool Network (\$100,000).	350,000.
Wellspring Living 3535 Peachtree Rd NE #320 Atlanta, GA 30326		PC	\$25 million campaign to develop facilities and programs that provide a comprehensive	4,200,000.
Total from continuation sheets				

3 Grants and Contributions Approved for Future Payment (Continuation)

423635
04-01-24

Part XIV Supplementary Information

3a Grants and Contributions Paid During the Year 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.

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 - Children's Healthcare of Atlanta

Implementation of the Marcus Autism Center's strategic plan to expand access to services and advance research on early brain development.

Name of Recipient - Communities in Schools of Georgia

Operating support for CISGA, 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 - Friends of Disabled Adults and Children

Support of facility improvements for organization providing home medical equipment for individuals with disabilities.

Part XIV Supplementary Information**3a** Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Georgia CASA

Operating support (\$500,000) and growth fund (\$100,000) for organization providing advocates for children in foster care.

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 State University Research Foundation

Expansion of ARCHI Community Resource Hubs to nine new sites to improve access to health and social services.

Name of Recipient - Nobis Works Inc.

\$5.86 million campaign to construct a new education and training center to expand services for individuals with disabilities.

Name of Recipient - Partnership Against Domestic Violence

\$6 million campaign to establish a new emergency shelter in Fulton County for survivors of domestic violence.

Part XIV Supplementary Information

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

Name of Recipient - Star-C

Support of transportation, technology and site improvements to expand programs to new apartment communities.

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 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 - Wellspring Living

\$25 million campaign to develop facilities and programs that provide a comprehensive continuum of care for survivors of trafficking.

Part XIV Supplementary Information

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

Name of Recipient - Georgia State University Research Foundation

Expansion of ARCHI Community Resource Hubs to nine new sites to improve access to health and social services.

Name of Recipient - Grove Park Foundation

Construction of the Grove Park Performing and Cultural Arts Center as part of \$20.4 million campaign to revitalize Grove Park.

Name of Recipient - Raising Expectations

\$4.9 million campaign to acquire and renovate a facility to expand academic enrichment program serving Westside students.

Underpayment of Estimated Tax by Corporations

OMB No. 1545-0123

Attach to the corporation's tax return.

Form 990-PF

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

2024

Name Joseph B. Whitehead Foundation	Employer identification number 58-6001954
-----------------------------------------------	-----------------------------------------------------

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	3,650,907.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b 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	
2c 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	3,650,907.
4 Enter the tax shown on the corporation's 2023 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	1,200,512.
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	1,200,512.

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 05/15/24	06/15/24	09/15/24	12/15/24
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 40,424.	38,044.	2,146,772.	1,425,668.
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 44,972.	35,000.	2,150,000.	1,500,000.
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	4,548.	1,504.	4,732.
13 Add lines 11 and 12	13	39,548.	2,151,504.	1,504,732.
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 44,972.	39,548.	2,151,504.	1,504,732.
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 4,548.	1,504.	4,732.	

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.

Form 2220 (2024)

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 4/15/2024 and before 7/1/2024	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 8\% (0.08)}{366}$...	22	\$	\$	\$
23 Number of days on line 20 after 6/30/2024 and before 10/1/2024	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 8\% (0.08)}{366}$...	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2024 and before 1/1/2025	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 8\% (0.08)}{366}$...	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2024 and before 4/1/2025	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 7\% (0.07)}{365}$...	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2025 and before 7/1/2025	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2025 and before 10/1/2025	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2025 and before 1/1/2026	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2025 and before 3/16/2026	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.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods.					
a Tax year beginning in 2021	1a				
b Tax year beginning in 2022	1b				
c Tax year beginning in 2023	1c				
2 Enter taxable income for each period for the tax year beginning in 2024. See the instructions for the treatment of extraordinary items	2				
3 Enter taxable income for the following periods.		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2021	3a				
b Tax year beginning in 2022	3b				
c Tax year beginning in 2023	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3.0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, line 1, or comparable line of corp's return ...	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3.0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax for each payment period. See instructions	15				
16 Enter any other taxes for each payment period. See instr.	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	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	1,938,802.	2,822,583.	106726149.	238093345.
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	11,632,812.	11,290,332.	213452298.	317457000.
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c	11,632,812.	11,290,332.	213452298.	317457000.
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	161,696.	156,936.	2,966,987.	4,412,652.
25 Enter any alternative minimum tax 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	161,696.	156,936.	2,966,987.	4,412,652.
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	161,696.	156,936.	2,966,987.	4,412,652.
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31	40,424.	78,468.	2,225,240.	4,412,652.

Part III **Required Installments**

		1st installment	2nd installment	3rd installment	4th 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	40,424.	78,468.	2,225,240.	4,412,652.
33 Add the amounts in all preceding columns of line 38. See instructions	33		40,424.	78,468.	2,225,240.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ..	34	40,424.	38,044.	2,146,772.	2,187,412.
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	300,128.	1,525,326.	912,727.	912,727.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36		259,704.	1,746,986.	512,941.
37 Add lines 35 and 36	37	300,128.	1,785,030.	2,659,713.	1,425,668.
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	40,424.	38,044.	2,146,772.	1,425,668.

Form 2220 (2024)

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

Form 990-PF	Gain or (Loss) from Sale of Assets	Statement 1
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(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
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PUBLICLY TRADED SECURITIES

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
246,242,752.	37,070,715.	0.	0.	209,172,037.

Capital Gains Dividends from Part IV	0.
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Total to Form 990-PF, Part I, line 6a	209,172,037.
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Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement 2
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Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CASH EQUIVALENTS	1,391,931.	1,391,931.	
Total to Part I, line 3	1,391,931.	1,391,931.	

Form 990-PF	Dividends and Interest from Securities	Statement 3
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Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
DIVIDENDS	54,843,609.	0.	54,843,609.	54,843,609.	
To Part I, line 4	54,843,609.	0.	54,843,609.	54,843,609.	

Form 990-PF	Rental Income	Statement 4
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 5
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 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
AUDIT FEES	17,518.	1,226.		16,292.
To Form 990-PF, Pg 1, ln 16b	17,518.	1,226.		16,292.

Form 990-PF	Other Professional Fees			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	308,087.	308,087.		0.
BENEFIT CONSULTANTS	6,683.	467.		6,215.
OTHER CONSULTANT	2,500.	2,500.		0.
To Form 990-PF, Pg 1, ln 16c	317,270.	311,054.		6,215.

Form 990-PF

Taxes

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	3,705,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	3,705,000.	0.		0.

Form 990-PF

Other Expenses

Statement 9

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER	17,541.	1,228.		16,313.
OFFICE INSURANCE	9,343.	654.		8,689.
SUPPLIES	823.	58.		765.
ORGANIZATION DUES	11,390.	470.		10,920.
POSTAGE	275.	19.		256.
REPAIRS AND MAINTENANCE	1,306.	92.		1,214.
FURNITURE AND EQUIPMENT	1,240.	87.		1,153.
TELEPHONE	2,177.	152.		2,025.
MISCELLANEOUS	741.	51.		690.
COMMISSION	2,250.	2,250.		0.
To Form 990-PF, Pg 1, ln 23	47,086.	5,061.		42,025.

Form 990-PF

Corporate Stock

Statement 10

Description	Book Value	Fair Market Value
ACADIA HEALTHCARE	122,835.	127,395.
ADOBE INC	329,918.	297,046.
ADVANCED MICRO DEVICES INC	197,973.	150,625.
AFFIRM HOLDINGS INC CL A	31,505.	63,275.
AGREE REALTY CORP REIT	236,309.	245,589.
ALLIENT INC	13.	12.
ALPHABET INC CL A	464,420.	2,032,893.
AMAZON.COM INC	478,153.	2,641,894.
AMPHENOL CORP	360,597.	563,726.
API GROUP CORP	337,686.	315,349.
APPLE INC	652,704.	2,643,684.
APTARGROUP INC	113,264.	205,016.
ARGENX SE SPONS ADR	174,586.	256,455.
ARTISAN INTL VALUE FUND-INS	4,784,057.	5,345,250.
ASML HOLDING NV SPONS ADR	198,640.	211,389.
ATKORE INC	251,118.	173,242.
ATLANTIC UNION BANKSHARES CORP	256,607.	245,084.
ATLISSIAN CORPORATION CL A	282,455.	311,040.
AUO CORPORATION SPONS ADR	5.	3.
AURORA INNOVATION INC CL A	34,931.	78,422.
AZENTA INC	234,719.	225,000.
BECTON DICKINSON & CO	249,756.	232,769.
BIO RAD LABORATORIES CL A	249,413.	242,769.
BJ'S WHOLESALE CLUB HOLDINGS	168,809.	571,572.
BOEING CO	232,189.	245,499.
BOOKING HOLDINGS INC	258,868.	551,495.
BOOZ ALLEN HAMILTON HOLDING CL A	121,790.	280,437.
BRIGHT HORIZONS FAMILY SOLUTIONS	285,513.	307,055.
BURLINGTON STORES INC	202,388.	378,560.
CARTERS INC	115,489.	84,482.
CAVCO INDUSTRIES INC	180,520.	530,121.
CCC INTELLIGENT SOLUTIONS HLD	378,640.	385,553.
CHAMPIONX CORP	96,261.	120,669.
CHARLES SCHWAB CORP	188,416.	208,042.
CHART INDUSTRIES INC	228,117.	270,802.
CHIPOTLE MEXICAN GRILL INC	167,363.	258,928.
CHURCHILL DOWNS INC	199,626.	206,586.
COCA COLA CO	1,949,325.	1,448,234,592.
COGNEX CORP	384,088.	271,711.
COLUMBUS MCKINNON CORP NY	284,038.	221,355.
COMFORT SYSTEMS USA INC	108,768.	585,627.
COUPANG INC CL A	219,875.	281,036.
CYBERARK SOFTWARE LTD/ISRAEL	276,945.	604,001.
DANAHER CORP	258,189.	241,028.
DODGE & COX INCOME FUND	37,312,539.	37,091,689.
DORMAN PRODUCTS	185,190.	335,794.
DYNATRACE INC	131,647.	155,387.
EAGLE MATERIALS INC	138,646.	402,466.
EASTERLY GOVERNMENT PROPERTIES REIT	240,021.	157,438.
EASTGROUP PPTYS INC REIT	224,456.	223,884.
ELEMENT SOLUTIONS INC	282,579.	370,337.
ENTEGRIS INC	168,605.	326,700.

ENTEGRIS INC	239,920.	226,649.
EQUIFAX INC	290,223.	287,981.
EXPONENT INC	138,532.	234,244.
FAIR ISAAC CORP	135,798.	246,875.
FED HERMES GOVT OBLIG-PREMIER #118	2,330,067.	2,330,067.
FEDERAL SIGNAL CORP	131,507.	406,054.
FISERV INC	547,055.	999,779.
FIVE BELOW	138,715.	161,009.
GATES INDUSTRIAL CORP PLC	309,253.	404,591.
GAZPROM PJSC-SPON ADR	3,644.	878.
GENTHERM INC	218,559.	117,300.
GIBRALTAR INDUSTRIES INC	147,758.	201,909.
GLACIER BANCORP INC	160,745.	216,097.
GLOBANT SA	388,573.	363,442.
GLOBUS MEDICAL INC	273,971.	421,077.
GRAND CANYON EDUCATION INC	164,210.	230,958.
GROUP 1 AUTOMOTIVE INC	193,147.	275,226.
HALOZYME THERAPEUTICS INC	261,212.	266,110.
HEALTHPEAK PROPERTIES INC REIT	143,503.	117,870.
HEXCEL CORP	151,794.	181,454.
HOLOGIC INC	347,379.	340,769.
HOWMET AEROSPACE INC	167,501.	286,221.
HUBSPOT INC	242,429.	317,030.
IDACORP INC	225,645.	271,670.
IDEX CORP	392,178.	376,094.
INGERSOLL-RAND INC	158,487.	265,048.
INTEGER HOLDINGS CORPORATION	245,818.	429,497.
INTRA-CELLULAR THERAPIES INC	207,820.	330,071.
INTUIT INC	696,970.	1,025,712.
INTUITIVE SURGICAL INC	339,489.	726,568.
ISHARES CORE S&P TTL US STK MKT ETF	165,929,923.	180,044,720.
ISHARES CORE US AGGREGATE BOND ETF	42,057,524.	41,471,068.
ITT INC	230,295.	364,487.
JAZZ PHARMACEUTICALS PLC	293,876.	259,970.
KINSALE CAPITAL GROUP INC	143,022.	432,106.
LANCASTER COLONY CORP	248,357.	263,865.
LEGEND BIOTECH CORP SPONS ADR	155,167.	88,899.
LIGAND PHARMACEUTICALS INC CONTRA	48.	0.
LIGAND PHARMACEUTICALS INC CONTRA	48.	0.
LILLY ELI & CO	365,458.	692,484.
LINCOLN ELEC HLDGS INC	177,540.	236,587.
LUKOIL PJSC SPONS ADR	8,070.	140.
LULULEMON ATHLETICA INC	151,495.	181,262.
MACOM TECHNOLOGY SOLUTIONS HLDGS INC	147,816.	340,624.
MAGIC LEAP INC-CL A COM PPE	31,358.	0.
MAGNOLIA OIL & GAS CORP CL A	207,796.	211,729.
MANHATTAN ASSOCS INC	259,286.	472,380.
MARKETAXESS HOLDINGS INC	150,883.	144,440.
MASTERCARD INC CL A	850,618.	1,171,618.
MATADOR RESOURCES CO	219,231.	213,057.
MERCADOLIBRE INC	183,718.	187,048.
META PLATFORMS INC CL A	648,159.	1,647,625.
MICROSOFT CORP	632,663.	3,685,175.
MMC NORILSK NICKEL PJSC SPONS ADR	3,386.	0.
MOBILE TELESYSTEMS PJSC SPONS ADR	3,407.	0.
NATERA INC	98,821.	121,416.
NATIONAL STORAGE AFFILIATES REIT	199,380.	154,218.
NETFLIX INC	246,115.	578,467.

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NEUBERGER BERMAN HIGH INCM BD-INS	7,215,243.	6,925,549.
NEUROCRINE BIOSCIENCES INC	232,272.	368,414.
NORDSON CORP	186,363.	324,740.
NURO INC CONV PFD SER C	36,031.	19,706.
NVIDIA CORP	425,503.	2,908,453.
OVINTIV INC	278,783.	219,632.
PAYLOCITY HOLDING CORP	360,539.	347,676.
PENUMBRA	6,910.	6,910.
PERFORMANCE FOOD GROUP CO	258,253.	471,958.
PINNACLE FINANCIAL PARTNERS INC	246,117.	496,453.
PIPER SANDLER COS	167,399.	617,897.
POLARIS INC	249,247.	128,608.
PORTLAND GENERAL ELECTRIC CO	238,191.	225,210.
PROCORE TECHNOLOGIES INC	259,819.	283,011.
QUAKER CHEMICAL CORP	251,930.	227,750.
RAPPI INC SER E CVT PFD PP	30,948.	11,298.
RBC BEARINGS INC	198,890.	366,746.
ROSS STORES INC	238,370.	313,129.
RPM INTERNATIONAL INC	150,558.	358,351.
SCHLUMBERGER LTD	247,550.	176,632.
SCHNEIDER NATIONAL INC CL B	179,025.	210,084.
SERVICENOW INC	378,642.	674,236.
SHOPIFY INC CL A	252,651.	371,411.
SILA NANOTECHN-CONV PFD SER F PP	21,998.	10,422.
SILICON LABORATORIES INC	145,244.	220,491.
SIMPSON MANUFACTURING CO INC	164,683.	156,046.
SITEONE LANDSCAPE SUPPLY INC	269,797.	226,908.
SM ENERGY COMPANY	146,049.	124,536.
SONOVA HOLDING AG UNSPONS ADR	200,861.	184,518.
STIFEL FINANCIAL CORPORATION	193,791.	348,367.
STRYKER CORPORATION	309,812.	466,265.
SUN COMMUNITIES INC REIT	206,793.	258,975.
SURGUTNEFTEGAZ PJSC SPONS PFD ADR	2,669.	0.
TANDEM DIABETES CARE INC	284,974.	277,174.
TATNEFT PAO SPONS ADR	1,597.	0.
TEXAS ROADHOUSE INC CL A	201,822.	574,850.
THE CIGNA GROUP	394,143.	447,899.
TORO CO	172,622.	218,673.
TRADEWEB MARKETS INC CL A	100,603.	159,853.
TRI POINTE HOMES INC	124,099.	121,145.
UNITEDHEALTH GROUP INC	747,725.	791,165.
VAIL RESORTS INC	168,518.	151,085.
VANGUARD INDEX FD MID-CAP ETF	6,591,014.	7,133,887.
VANGUARD INTL GROWTH-ADM	6,108,173.	5,379,742.
VANGUARD S&P 500 ETF	60,314,824.	85,544,170.
VANGUARD S/C VAL INDX-ADM	4,610,827.	7,151,251.
VANGUARD SMALL CAP GROWTH ETF	6,927,478.	8,580,758.
VANGUARD VALUE ETF	9,669,209.	13,849,079.
VERICEL CORP	158,174.	239,243.
VISA INC CL A	423,938.	783,463.
VOYA FINANCIAL INC	327,163.	395,497.
WAYMO LLC CONV PFD SER A2 UNITS PP	20,608.	19,272.
WINTRUST FINANCIAL CORP	216,196.	363,031.
ZEBRA TECHNOLOGIES CORP	181,085.	346,434.

Total to Form 990-PF, Part II, line 10b

389,561,649. 1,906,110,461.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 11

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.	17,104.	2,116.
Total To Fm 990-PF, Part II, ln 14	61,414.	59,298.	2,116.

Form 990-PF Other Assets Statement 12

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
457(b) PLAN	137,171.	156,315.	293,569.
BENEFIT PLANS	7,700.	8,969.	8,969.
To Form 990-PF, Part II, line 15	144,871.	165,284.	302,538.

Form 990-PF Other Liabilities Statement 13

Description	BOY Amount	EOY Amount
457(b) PLAN	331.	331.
BENEFIT PLANS	199.	512.
Total to Form 990-PF, Part II, line 22	530.	843.

Form 990-PF Explanation Concerning Part VI-A, Line 12 Statement 14
Qualifying Distribution Statement

Explanation

These payments are treated as qualifying distributions.

Form 990-PF

Explanation Concerning Part VI-A, Line 12
Section 170(c)(2)(B) Statement

Statement 15

Explanation

In 2024, the Foundation paid \$20,000,039 to the Community Foundation for Greater Atlanta's (CFGA) 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.

Form 990-PF

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

Statement 16

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
James B. Williams 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Trustee- deceased 1/23/2024 1.00	0.	0.	88.
E. Jenner Wood, III 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Trustee- Chair 3.00	35,000.	0.	1,085.
Lawrence L. Gellerstedt, III 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Trustee 1.00	25,000.	0.	1,085.
Joseph A. Arnold 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Trustee- elected 4/2/2024 1.00	18,750.	0.	788.
P. Russell Hardin 191 Peachtree St., Suite 3540 Atlanta, GA 30303	President 8.00	218,090.	19,544.	1,558.
Erik S. Johnson 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Vice President & Secretary 8.00	88,816.	18,956.	1,409.
Eli P. Niepoky 191 Peachtree St., Suite 3540 Atlanta, GA 30303	Treasurer 8.00	75,323.	20,808.	1,409.
Totals included on 990-PF, Page 6, Part VII		460,979.	59,308.	7,422.

Form 990-PF

Reduction Explanation
Part IX, Line 1e

Statement 17

Explanation for Reduction Claimed for Blockage or Other Factors

As of December 31, 2024 the Foundation owned 23,261,076 shares of The Coca-Cola Company common stock. These represent approximately .54% of the total 4.3 billion shares outstanding and 167% of the average daily trading volume. 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 \$1,604,479,767 and the blockage discount was \$63,056,055.
 $\$1,604,479,767 @ 3.93\% = \$63,056,055$

Form 990-PF

Grant Application Submission Information
Part XIV, Lines 2a through 2d

Statement 18

Name and Address of Person to Whom Applications Should be Submitted

Erik S. Johnson, 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 990-PF

Grant Application Submission Information
Part XIV, Lines 2a - 2d (Continuation)

Statement 19

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.