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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

| | | | |
|---|---|--|--|
| Use the IRS label. Otherwise, print or type. See Specific Instructions | Name of foundation WILLIAMS FAMILY FOUNDATION OF GEORGIA, INC. | | A Employer identification number 58-1414850 |
| | Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1577 | | B Telephone number 229-226-4300 |
| | City or town, state, and ZIP code THOMASVILLE, GA 31799 | | C If exemption application is pending, check here <input type="checkbox"/> |
| | | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 51,539,561. (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"/> |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | | |

| 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 | 180,269. | | N/A | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 92,649. | 92,649. | | STATEMENT 2 |
| | 4 Dividends and interest from securities | 857,428. | 857,428. | | STATEMENT 3 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | <1,382,447.> | | | STATEMENT 1 |
| | b Gross sales price for all assets on line 6a | 12,570,169. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 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 | 16. | 0. | | STATEMENT 4 | |
| 12 Total. Add lines 1 through 11 | <252,085.> | 950,077. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 80,000. | 8,000. | | 72,000. |
| | 14 Other employee salaries and wages | 59,004. | 0. | | 59,004. |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees | 8,000. | 6,000. | | 2,000. |
| | c Other professional fees | | | | |
| | 17 Interest | 1,207. | 0. | | 0. |
| | 18 Taxes | 9,318. | 0. | | 9,318. |
| | 19 Depreciation and depletion | 1,574. | 0. | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | 254,502. | 211,671. | | 42,825. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 413,605. | 225,671. | | 185,147. |
| | 25 Contributions, gifts, grants paid | 2,601,000. | | | 2,601,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 3,014,605. | 225,671. | | 2,786,147. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | <3,266,690.> | | | | |
| b Net investment income (if negative, enter -0-) | | 724,406. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

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**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

| 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 | 41,499. | 158,469. | 158,469. |
| | 2 Savings and temporary cash investments | 5,831,689. | 2,217,807. | 2,217,807. |
| | 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 8 | 23,183,807. | 27,789,331. | 27,789,331. |
| | c Investments - corporate bonds STMT 9 | 5,430,076. | 7,763,473. | 7,763,473. |
| Liabilities | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less: accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 10 | 10,948,079. | 13,609,601. | 13,609,601. |
| | 14 Land, buildings, and equipment basis ▶ | | | |
| | Less: accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ STATEMENT 11) | 254. | 880. | 880. |
| | 16 Total assets (to be completed by all filers) | 45,435,404. | 51,539,561. | 51,539,561. |
| | 17 Accounts payable and accrued expenses | 2,395. | 2,662. | |
| | 18 Grants payable | | | |
| Net Assets or Fund Balances | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 2,395. | 2,662. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 45,433,009. | 51,536,899. | |
| Net Assets or Fund Balances | 30 Total net assets or fund balances | 45,433,009. | 51,536,899. | |
| | 31 Total liabilities and net assets/fund balances | 45,435,404. | 51,539,561. | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | |
|---|---|--------------|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 45,433,009. |
| 2 Enter amount from Part I, line 27a | 2 | <3,266,690.> |
| 3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS | 3 | 9,370,580. |
| 4 Add lines 1, 2, and 3 | 4 | 51,536,899. |
| 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 30 | 6 | 51,536,899. |

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a EXCELSIOR BUYOUT PARTNERS K-1 S/T | | VARIOUS | VARIOUS |
| b EXCELSIOR BUYOUT PARTNERS K-1 L/T | | VARIOUS | VARIOUS |
| c EXCELSIOR BUYOUT PARTNERS SECTION 1231 GAIN | | VARIOUS | VARIOUS |
| d LITIGATION PROCEEDS | | VARIOUS | VARIOUS |
| e PUBLICLY TRADED SECURITIES | P | | |

| (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 | | | <3,656.> |
| b | | | 52,251. |
| c | | | 1. |
| d | | | 5,735. |
| e 12,570,169. | | 14,006,947. | <1,436,778.> |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | <3,656.> |
| b | | | 52,251. |
| c | | | 1. |
| d | | | 5,735. |
| e | | | <1,436,778.> |

| | | |
|--|----------|---------------------------|
| 2 Capital gain net income or (net capital loss) <div style="float: right; border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | 2 | <1,382,447.> |
| 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). If (loss), enter -0- in Part I, line 8 | 3 | N/A |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2007 | 3,362,004. | 58,407,910. | .057561 |
| 2006 | 3,069,791. | 66,945,747. | .045855 |
| 2005 | 2,900,809. | 61,805,864. | .046934 |
| 2004 | 2,744,213. | 58,803,562. | .046667 |
| 2003 | 2,945,079. | 56,724,738. | .051919 |

| | | |
|---|----------|--------------------|
| 2 Total of line 1, column (d) | 2 | .248936 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .049787 |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | 4 | 46,568,511. |
| 5 Multiply line 4 by line 3 | 5 | 2,318,506. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 7,244. |
| 7 Add lines 5 and 6 | 7 | 2,325,750. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 2,786,147. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

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

| | | | |
|--|----|---------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 7,244. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 7,244. |
| 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 | 7,244. |
| 6 Credits/Payments: | | | |
| a 2008 estimated tax payments and 2007 overpayment credited to 2008 | 6a | 47,148. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 47,148. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 39,904. | |
| 11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----------|----------|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input checked="" type="checkbox"/> \$ <u>0.</u> | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ <u>0.</u> | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i> | 2 | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | 3 | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | 5 | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | 7 | X |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> <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> ? <i>If "No," attach explanation</i> | 8b | 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | 9 | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | 10 | X |

N/A

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Part VII-A Statements Regarding Activities (continued)

| | | | |
|----|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | X | |

Website address ► N/A

14 The books are in care of ► LANIGAN & ASSOCIATES, P.C. Telephone no. ► 229-226-8320
Located at ► 314 GORDON AVENUE, THOMASVILLE, GA ZIP+4 ► 31792

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

| | Yes | No |
|---|---|------|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here | N/A | 1b |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? | | 1c X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years ► _____, _____, _____ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | N/A | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.) | N/A | 3b |
| 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 2008? | | 4b X |

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (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 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No

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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If you answered "Yes" to 6b, also file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

| (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 12 | | 80,000. | 17,186. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

| 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. |

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**
Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | | |
|----------|---|-----------|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 43,874,106. |
| b | Average of monthly cash balances | 1b | 3,345,262. |
| c | Fair market value of all other assets | 1c | 58,308. |
| d | Total (add lines 1a, b, and c) | 1d | 47,277,676. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 47,277,676. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 709,165. |
| 5 | Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 46,568,511. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 2,328,426. |

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

| | | | |
|-----------|--|-----------|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 2,328,426. |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 7,244. |
| b | Income tax for 2008. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 7,244. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,321,182. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 2,321,182. |
| 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 XIII, line 1 | 7 | 2,321,182. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|---|-----------|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 2,786,147. |
| b | Program-related investments - total from Part IX-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 V, line 8, and Part XIII, line 4 | 4 | 2,786,147. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 7,244. |
| 6 | Adjusted qualifying distributions Subtract line 5 from line 4 | 6 | 2,778,903. |

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2007 | (c) 2007 | (d) 2008 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7 | | | | 2,321,182. |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2008: | | | | |
| a From 2003 | 131,408. | | | |
| b From 2004 | | | | |
| c From 2005 | | | | |
| d From 2006 | | | | |
| e From 2007 | 473,072. | | | |
| f Total of lines 3a through e | 604,480. | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ | 2,786,147. | | | |
| a Applied to 2007, but not more than line 2a | | | 0. | |
| 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 2008 distributable amount | | | | 2,321,182. |
| e Remaining amount distributed out of corpus | 464,965. | | | |
| 5 Excess distributions carryover applied to 2008 (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 | 1,069,445. | | | |
| 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 2007. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 | 131,408. | | | |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a | 938,037. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2004 | | | | |
| b Excess from 2005 | | | | |
| c Excess from 2006 | | | | |
| d Excess from 2007 | 473,072. | | | |
| e Excess from 2008 | 464,965. | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-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 2008, 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) 2008 | (b) 2007 | (c) 2006 | (d) 2005 | | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | | |
| b 85% of line 2a | | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | | |
| a "Assets" alternative test - enter: | | | | | | |
| (1) Value of all assets | | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | | |
| c "Support" alternative test - enter: | | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | | |
| (4) Gross investment income | | | | | | |

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 13

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:

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

Part XV **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 <i>Paid during the year</i> SEE ATTACHED STATEMENT | | | | 2601000. |
| Total | | | | ▶ 3a 2601000. |
| b <i>Approved for future payment</i> NONE | | | | |
| Total | | | | ▶ 3b 0. |

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

| | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

| b If "Yes," complete the following schedule. | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

| | | | |
|---|---|--|--|
| 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 or fiduciary) is based on all information of which preparer has any knowledge. | | | |
| Sign Here | Signature of officer or trustee <u><i>Alston P. Pratt</i></u> | | Date <u>4/15/10</u> |
| | | | Title <u>DIRECTOR</u> |
| Paid Preparer's Use Only | Preparer's signature <u><i>C. Bonif/John</i></u> | | Date <u>04/14/10</u> |
| | Firm's name (or yours if self-employed), address, and ZIP code <u>LANIGAN & ASSOCIATES, P. C.</u> <u>314 GORDON AVENUE</u> <u>THOMASVILLE, GA 31792</u> | | Check if self-employed <input type="checkbox"/> Preparer's identifying number <u>000105190</u> EIN <u>#58-1304721</u> Phone no. <u>229-226-8320</u> |

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

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.

Employer identification number

58-1414850

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

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

Special Rules

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

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.

Employer identification number

58-1414850

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|---|--------------------------------|---|
| 1 | DIANE W PARKER P O BOX 1577 THOMASVILLE, GA 31799 | \$ 180,269. | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Williams Family Four [Williams Fam]
Depreciation Expense

2/3/2010
3:34:32PM

Federal

12/01/2008 - 11/30/2009

| System No. | S | Description | Date In Service | Method / Conv. | Life | Cost / Other Basis | Bus./ Inv. % | Sec. 179/ Bonus | Salvage/ Basis Adj. | Beg. Accum. Depreciation | Current Depreciation | Total Depreciation |
|--|---|------------------|-----------------|----------------|--------|--------------------|--------------|-----------------|---------------------|--------------------------|----------------------|--------------------|
| Other Depr #1 - Other Depreciation | | | | | | | | | | | | |
| 1 | | Two Fire Proof | 10/1/1999 | M / MQ | 7.0000 | 2,435.90 | 100.0000 | 0.00 | 0.00 | 2,435.90 | 0.00 | 2,435.90 |
| 2 | | Network Solutio | 5/14/2002 | M / HY | 5.0000 | 9,646.24 | 100.0000 | 0.00 | 0.00 | 9,646.24 | 0.00 | 9,646.24 |
| 3 | | Printer | 1/5/2000 | M / HY | 5.0000 | 2,320.05 | 100.0000 | 0.00 | 0.00 | 2,320.05 | 0.00 | 2,320.05 |
| 4 | | Pentium III Com | 1/5/2000 | M / HY | 5.0000 | 2,893.60 | 100.0000 | 0.00 | 0.00 | 2,893.60 | 0.00 | 2,893.60 |
| 5 | | Fireproof File C | 3/6/2000 | M / HY | 7.0000 | 2,614.06 | 100.0000 | 0.00 | 0.00 | 2,614.06 | 0.00 | 2,614.06 |
| 6 | | Copier | 3/7/2000 | M / HY | 5.0000 | 2,750.00 | 100.0000 | 0.00 | 0.00 | 2,750.00 | 0.00 | 2,750.00 |
| 7 | | Fax Machine | 7/17/2000 | M / HY | 7.0000 | 2,082.78 | 100.0000 | 0.00 | 0.00 | 2,082.78 | 0.00 | 2,082.78 |
| 8 | | Computer-Alstol | 10/2/2000 | M / HY | 5.0000 | 1,361.25 | 100.0000 | 0.00 | 0.00 | 1,361.25 | 0.00 | 1,361.25 |
| 9 | | Network Techni | 6/13/2002 | M / HY | 5.0000 | 4,281.25 | 100.0000 | 0.00 | 0.00 | 4,281.25 | 0.00 | 4,281.25 |
| 10 | | GHA TECH COM | 11/1/2003 | M / MQ | 5.0000 | 1,595.41 | 100.0000 | 0.00 | 0.00 | 1,595.41 | 0.00 | 1,595.41 |
| 11 | | NTS/ ALSTON'S | 4/1/2004 | SL / N/A | 5.0000 | 3,800.35 | 100.0000 | 0.00 | 0.00 | 3,800.35 | 253.36 | 3,800.35 |
| 12 | | Macbook Pro | 1/21/2009 | M / HY | 5.0000 | 2,199.95 | 100.0000 | 0.00 | 0.00 | 0.00 | 1,319.97 | 1,319.97 |
| Subtotal: Other Depr #1 - Other Depreciation | | | | | | 37,980.84 | | | | 35,527.53 | 1,573.33 | 37,100.86 |
| Less dispositions and exchanges: | | | | | | 0.00 | | | | 0.00 | 0.00 | 0.00 |
| Net for: Other Depr #1 - Other Depreciation | | | | | | 37,980.84 | | | | 35,527.53 | 1,573.33 | 37,100.86 |
| Subtotal: | | | | | | 37,980.84 | | | | 35,527.53 | 1,573.33 | 37,100.86 |
| Less dispositions and exchanges: | | | | | | 0.00 | | | | 0.00 | 0.00 | 0.00 |
| Grand Totals: | | | | | | 37,980.84 | | | | 35,527.53 | 1,573.33 | 37,100.86 |

WFFG Schedule of Contributions

2/24/2010

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|-------------|--------------|------------------|
| <u>Aiken Preparatory School</u> | | | |
| Aiken Preparatory School Aiken SC | \$15,000.00 | 9/25/2009 | Third Generation |
| Aiken Preparatory School Aiken SC | \$10,000.00 | 6/25/2009 | Third Generation |
| <i>Total Aiken Preparatory School (2 items)</i> | | | |
| | \$25,000.00 | | |
| <u>All Saints Episcopal Church</u> | | | |
| All Saints Episcopal Church Thomasville Georgia | \$16,000.00 | 10/6/2009 | DWP FUND |
| All Saints Episcopal Church Thomasville Georgia | \$16,000.00 | 3/24/2009 | DWP FUND |
| All Saints Episcopal Church Thomasville Georgia | \$16,000.00 | 6/7/2009 | DWP FUND |
| All Saints Episcopal Church Thomasville Georgia | \$16,000.00 | 2/4/2009 | DWP FUND |

| Grantee Name | Amount | Payment Date | Fund |
|--|---------------|---------------------|------------------------------|
| Grantee City | | | |
| Grantee State | | | |
| All Saints Episcopal Church Thomasville Georgia | \$25,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total All Saints Episcopal Church (5 items)</i> | \$89,000.00 | | |
| <u>Atlanta Botanical Gardens</u> | | | |
| Atlanta Botanical Gardens Atlanta Georgia | \$500.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total Atlanta Botanical Gardens (1 item)</i> | \$500.00 | | |
| <u>Bishop Hall Charter School</u> | | | |
| Bishop Hall Charter School Thomasville Georgia | \$100,000.00 | 10/19/2009 | MNW Fund |
| <i>Total Bishop Hall Charter School (1 item)</i> | \$100,000.00 | | |
| <u>Boys & Girls Club of Mitchell County</u> | | | |
| Boys & Girls Club of Mitchell County Camilla GA | \$22,500.00 | 4/23/2009 | Foundation |
| <i>Total Boys & Girls Club of Mitchell County (1 item)</i> | \$22,500.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|--------------|--------------|------------------------------|
| <u>Boys & Girls Clubs of Moultrie/Colquitt County Inc.</u> | | | |
| Boys & Girls Clubs of Moultrie/Colquitt County Inc. Moultrie GA | \$25,000.00 | 4/23/2009 | Foundation |
| <i>Total Boys & Girls Clubs of Moultrie/Colquitt County Inc. (1 item)</i> | | | |
| | \$25,000.00 | | |
| <u>Boys' Latin School</u> | | | |
| Boys' Latin School Baltimore Maryland | \$200,000.00 | 12/3/2008 | MNW Fund |
| Boys' Latin School Baltimore Maryland | \$6,000.00 | 11/9/2009 | DWP FUND |
| Boys' Latin School Baltimore Maryland | \$2,500.00 | 11/30/2009 | Third Generation |
| Boys' Latin School Baltimore Maryland | \$10,000.00 | 12/30/2008 | DWP FUND |
| <i>Total Boys' Latin School (4 items)</i> | | | |
| | \$218,500.00 | | |
| <u>Brookwood School</u> | | | |
| Brookwood School Thomasville Georgia | \$5,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |

| Grantee Name | Amount | Payment Date | Fund |
|--|---------------|---------------------|-------------|
| Grantee City | | | |
| Grantee State | | | |
| Brookwood School Thomasville Georgia | \$10,000.00 | 2/4/2009 | DWP FUND |
| Brookwood School Thomasville Georgia | \$6,000.00 | 11/23/2009 | DWP FUND |
| <i>Total Brookwood School (3 items)</i> | \$21,000.00 | | |
| <u>Bryn Mawr School</u> | | | |
| Bryn Mawr School Baltimore Maryland | \$6,000.00 | 10/6/2009 | DWP FUND |
| Bryn Mawr School Baltimore Maryland | \$6,000.00 | 12/30/2008 | DWP FUND |
| <i>Total Bryn Mawr School (2 items)</i> | \$12,000.00 | | |
| <u>City of Thomasville</u> | | | |
| City of Thomasville Thomasville Georgia | \$30,000.00 | 3/17/2009 | Foundation |
| <i>Total City of Thomasville (1 item)</i> | \$30,000.00 | | |
| <u>Civil War Preservation Trust</u> | | | |
| Civil War Preservation Trust Washington D.C. | \$8,000.00 | 12/30/2008 | DWP FUND |
| <i>Total Civil War Preservation Trust (1</i> | \$8,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|-------------|--------------|----------------------------|
| <i>item)</i> | | | |
| <u>Community Foundation of South Georgia, Inc.</u> | | | |
| Community Foundation of South Georgia, Inc. Thomasville GA | \$1,000.00 | 11/30/2009 | Employee Incentive Fund |
| Community Foundation of South Georgia, Inc. Thomasville GA | \$10,000.00 | 4/30/2009 | Board Matching |
| Community Foundation of South Georgia, Inc. Thomasville GA | \$5,000.00 | 11/30/2009 | Third Generation |
| Community Foundation of South Georgia, Inc. Thomasville GA | \$2,000.00 | 2/5/2009 | Board Matching |
| Community Foundation of South Georgia, Inc. Thomasville GA | \$10,000.00 | 1/18/2009 | Board Matching |
| Community Foundation of South Georgia, Inc. Thomasville GA | \$15,000.00 | 12/31/2008 | Board Matching |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|--|---------------|---------------------|-------------------------------|
| Community Foundation of South Georgia, Inc. Thomasville GA | \$40,000.00 | 12/19/2008 | Employee Incentive Fund |
| Community Foundation of South Georgia, Inc. Thomasville GA | \$25,000.00 | 6/10/2009 | Board Matching |
| <i>Total Community Foundation of South Georgia, Inc. (8 items)</i> | \$108,000.00 | | |
| <u>Community Support Foundation, Inc.</u> | | | |
| Community Support Foundation, Inc. Thomasville GA | \$27,000.00 | 4/23/2009 | Foundation |
| <i>Total Community Support Foundation, Inc. (1 item)</i> | \$27,000.00 | | |
| <u>Department of Natural Resources</u> | | | |
| Department of Natural Resources Atlanta Georgia | \$10,000.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| Department of Natural Resources Atlanta Georgia | \$10,000.00 | 10/6/2009 | DWP FUND |
| <i>Total Department of Natural Resources (2 items)</i> | \$20,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|-------------|--------------|------------------------------|
| <u>Ducks Unlimited, Inc.</u> | | | |
| Ducks Unlimited, Inc. Memphis TN | \$10,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total Ducks Unlimited, Inc. (1 item)</i> | \$10,000.00 | | |
| <u>Duke University</u> | | | |
| Duke University Durham N.C. | \$500.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total Duke University (1 item)</i> | \$500.00 | | |
| <u>Emory University School of Medicine</u> | | | |
| Emory University School of Medicine Atlanta Georgia | \$20,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total Emory University School of Medicine (1 item)</i> | \$20,000.00 | | |
| <u>Enable USA</u> | | | |
| Enable USA Atlanta GA | \$7,000.00 | 10/6/2009 | DWP FUND |
| <i>Total Enable USA (1 item)</i> | \$7,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|--|--------------|--------------|------------------------------|
| <u>Father Martin's ASHLEY</u> | | | |
| Father Martin's ASHLEY Havre de Grace Maryland | \$300,000.00 | 4/23/2009 | MNW Fund |
| <i>Total Father Martin's ASHLEY (1 item)</i> | | | |
| <u>Fellowship of Christian Athletes</u> | | | |
| Fellowship of Christian Athletes Thomasville Georgia | \$15,000.00 | 4/23/2009 | Foundation |
| <i>Total Fellowship of Christian Athletes (1 item)</i> | | | |
| <u>Garrison Forest School</u> | | | |
| Garrison Forest School Owings Mills Maryland | \$2,500.00 | 11/30/2009 | Third Generation |
| <i>Total Garrison Forest School (1 item)</i> | | | |
| <u>Georgia Historical Society</u> | | | |
| Georgia Historical Society Savannah, Georgia | \$5,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| Georgia Historical Society Savannah, Georgia | \$1,500.00 | 2/9/2009 | Foundation |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|---------------|---------------------|-------------------------------|
| Georgia Historical Society Savannah, Georgia | \$5,000.00 | 11/9/2009 | DWP FUND |
| <i>Total Georgia Historical Society (3 items)</i> | \$11,500.00 | | |
| <u>Georgia Justice Project</u> | | | |
| Georgia Justice Project Atlanta GA | \$5,000.00 | 11/9/2009 | DWP FUND |
| <i>Total Georgia Justice Project (1 item)</i> | \$5,000.00 | | |
| <u>Georgia Trust for Historic Preservation</u> | | | |
| Georgia Trust for Historic Preservation Atlanta Georgia | \$10,000.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total Georgia Trust for Historic Preservation (1 item)</i> | \$10,000.00 | | |
| <u>Gettysburg Foundation</u> | | | |
| Gettysburg Foundation Gettysburg PA | \$500,000.00 | 11/23/2009 | MINW Fund |
| <i>Total Gettysburg Foundation (1 item)</i> | \$500,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|--|-------------|--------------|------------|
| <u>Goal Line Ministries</u> | | | |
| Goal Line Ministries Thomasville GA | \$12,000.00 | 9/10/2009 | Foundation |
| <i>Total Goal Line Ministries (1 item)</i> | \$12,000.00 | | |
| <u>Halcyon Home</u> | | | |
| Halcyon Home Thomasville Georgia | \$15,000.00 | 10/19/2009 | Foundation |
| <i>Total Halcyon Home (1 item)</i> | \$15,000.00 | | |
| <u>Hands on Thomas County</u> | | | |
| Hands on Thomas County Thomasville Georgia | \$11,000.00 | 4/23/2009 | Foundation |
| <i>Total Hands on Thomas County (1 item)</i> | \$11,000.00 | | |
| <u>Joshua's Promise</u> | | | |
| Joshua's Promise Meigs GA | \$20,000.00 | 4/30/2009 | Foundation |
| <i>Total Joshua's Promise (1 item)</i> | \$20,000.00 | | |

| Grantee Name | Amount | Payment Date | Fund |
|---|---------------|---------------------|-------------------------------|
| Grantee City | | | |
| Grantee State | | | |
| <u>National Gallery of Art</u> | | | |
| National Gallery of Art Landover MD | \$1,000.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total National Gallery of Art (1 item)</i> | \$1,000.00 | | |
| <u>National Society of Colonial Dames of Ga.</u> | | | |
| National Society of Colonial Dames of Ga. Savannah Georgia | \$500.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total National Society of Colonial Dames of Ga. (1 item)</i> | \$500.00 | | |
| <u>National Trust for Historic Preservation</u> | | | |
| National Trust for Historic Preservation Washington D.C. | \$10,000.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total National Trust for Historic Preservation (1 item)</i> | \$10,000.00 | | |
| <u>Next Level Training and Motivation, Inc</u> | | | |
| Next Level Training and Motivation, Inc Thomasville GA | \$15,000.00 | 11/23/2009 | Foundation |
| <i>Total Next Level Training and Motivation, Inc (1 item)</i> | \$15,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|-------------|--------------|-------------------------------|
| <u>Planned Parenthood of Georgia</u> | | | |
| Planned Parenthood of Georgia Atlanta Georgia | \$500.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total Planned Parenthood of Georgia (1 item)</i> | \$500.00 | | |
| <u>Redemption Ministries, Inc.</u> | | | |
| Redemption Ministries, Inc. Thomasville GA | \$10,000.00 | 11/11/2009 | Foundation |
| <i>Total Redemption Ministries, Inc. (1 item)</i> | \$10,000.00 | | |
| <u>Safe Haven</u> | | | |
| Safe Haven Thomasville Georgia | \$25,000.00 | 10/19/2009 | Foundation |
| Safe Haven Thomasville Georgia | \$1,000.00 | 11/30/2009 | Employee Incentive Fund |
| <i>Total Safe Haven (2 items)</i> | \$26,000.00 | | |
| <u>Seminole Boosters</u> | | | |
| Seminole Boosters Tallahassee Florida | \$2,500.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total Seminole Boosters (1 item)</i> | \$2,500.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|-------------|--------------|------------------------------|
| <u>South Georgia Ballet</u> | | | |
| South Georgia Ballet Cairo GA | \$15,000.00 | 2/23/2009 | Foundation |
| <i>Total South Georgia Ballet (1 item)</i> | \$15,000.00 | | |
| <u>Southeastern Council on Foundations, Inc.</u> | | | |
| Southeastern Council on Foundations, Inc. Atlanta Georgia | \$6,000.00 | 1/13/2009 | Foundation |
| <i>Total Southeastern Council on Foundations, Inc. (1 item)</i> | \$6,000.00 | | |
| <u>Southern Architectural Foundation, Inc.</u> | | | |
| Southern Architectural Foundation, Inc. Atlanta Georgia | \$500.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total Southern Architectural Foundation, Inc. (1 item)</i> | \$500.00 | | |
| <u>Southern Poverty Law Center</u> | | | |
| Southern Poverty Law Center Montgomery AL | \$10,000.00 | 11/9/2009 | DWP FUND |
| <i>Total Southern Poverty Law Center (1 item)</i> | \$10,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|--|-------------|--------------|-------------------------------|
| <u>Suwannee River Area Council Boy Scouts</u> | | | |
| Suwannee River Area Council Boy Scouts Tallahassee Florida | \$5,000.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total Suwannee River Area Council Boy Scouts (1 item)</i> | \$5,000.00 | | |
| <u>Tall Timbers</u> | | | |
| Tall Timbers Tallahassee Florida | \$10,000.00 | 1/21/2009 | Foundation |
| Tall Timbers Tallahassee Florida | \$10,000.00 | 1/21/2009 | Foundation |
| <i>Total Tall Timbers (2 items)</i> | \$20,000.00 | | |
| <u>The Concord Coalition</u> | | | |
| The Concord Coalition Arlington Virginia | \$10,000.00 | 12/30/2008 | DWP FUND |
| The Concord Coalition Arlington Virginia | \$500.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total The Concord Coalition (2 items)</i> | \$10,500.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|--------------|--------------|------------------------------|
| <u>The Forward Arts Foundation</u> | | | |
| The Forward Arts Foundation Atlanta Georgia | \$8,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total The Forward Arts Foundation (1 item)</i> | \$8,000.00 | | |
| <u>The Georgia Conservancy</u> | | | |
| The Georgia Conservancy Atlanta Georgia | \$500.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total The Georgia Conservancy (1 item)</i> | \$500.00 | | |
| <u>The Greater Atlanta Christian School</u> | | | |
| The Greater Atlanta Christian School Norcross GA | \$10,000.00 | 11/30/2009 | Third Generation |
| The Greater Atlanta Christian School Norcross GA | \$100,000.00 | 11/23/2009 | MNW Fund |
| <i>Total The Greater Atlanta Christian School (2 items)</i> | \$110,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|--------------|--------------|------------------------------|
| <u>The Jack Hadley Black History Memorabilia, Inc.</u> | | | |
| The Jack Hadley Black History Memorabilia, Inc. Thomasville GA | \$10,000.00 | 11/9/2009 | DWP FUND |
| <i>Total The Jack Hadley Black History Memorabilia, Inc. (1 item)</i> | \$10,000.00 | | |
| <u>The Lawson Neel MedBank</u> | | | |
| The Lawson Neel MedBank Thomasville Georgia | \$14,000.00 | 10/19/2009 | Foundation |
| <i>Total The Lawson Neel MedBank (1 item)</i> | \$14,000.00 | | |
| <u>The M.N.W. Boys & Girls Clubs of Thomasville</u> | | | |
| The M.N.W. Boys & Girls Clubs of Thomasville Thomasville Georgia | \$1,000.00 | 11/30/2009 | Employee Incentive Fund |
| The M.N.W. Boys & Girls Clubs of Thomasville Thomasville Georgia | \$235,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total The M.N.W. Boys & Girls Clubs of Thomasville (2 items)</i> | \$236,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|-------------|--------------|-------------------------------|
| <u>The Nature Conservancy in Georgia</u> | | | |
| The Nature Conservancy in Georgia Atlanta Georgia | \$1,500.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total The Nature Conservancy in Georgia (1 item)</i> | \$1,500.00 | | |
| <u>The Salvation Army</u> | | | |
| The Salvation Army Thomasville Georgia | \$50,000.00 | 4/23/2009 | Foundation |
| <i>Total The Salvation Army (1 item)</i> | \$50,000.00 | | |
| <u>Thomas County CASA, Inc.</u> | | | |
| Thomas County CASA, Inc. Thomasville GA | \$15,000.00 | 4/23/2009 | Foundation |
| <i>Total Thomas County CASA, Inc. (1 item)</i> | \$15,000.00 | | |
| <u>Thomas County Food Bank and Outreach Center, Inc.</u> | | | |
| Thomas County Food Bank and Outreach Center, Inc. Thomasville GA | \$20,000.00 | 10/19/2009 | Foundation |
| <i>Total Thomas County Food Bank and Outreach Center, Inc. (1 item)</i> | \$20,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|-------------|--------------|-------------------------------|
| <u>Thomas County Historical Society</u> | | | |
| Thomas County Historical Society Thomasville Georgia | \$5,000.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total Thomas County Historical Society (1 item)</i> | \$5,000.00 | | |
| <u>Thomasville Antiques Show Foundation</u> | | | |
| Thomasville Antiques Show Foundation Thomasville Georgia | \$10,000.00 | 11/9/2009 | DWP FUND |
| Thomasville Antiques Show Foundation Thomasville Georgia | \$10,000.00 | 12/30/2008 | DWP FUND |
| Thomasville Antiques Show Foundation Thomasville Georgia | \$10,000.00 | 3/3/1989 | MINW Perpetual Giving Fund |
| <i>Total Thomasville Antiques Show Foundation (3 items)</i> | \$30,000.00 | | |
| <u>Thomasville Community Resource Center</u> | | | |
| Thomasville Community Resource Center Thomasville Georgia | \$18,000.00 | 4/23/2009 | Foundation |
| <i>Total Thomasville Community Resource Center (1 item)</i> | \$18,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|-------------|--------------|-------------------------------|
| <u>Thomasville Cultural Center</u> | | | |
| Thomasville Cultural Center Thomasville Georgia | \$5,000.00 | 10/6/2009 | DWP FUND |
| Thomasville Cultural Center Thomasville Georgia | \$2,500.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| Thomasville Cultural Center Thomasville Georgia | \$50,000.00 | 4/23/2009 | Foundation |
| <i>Total Thomasville Cultural Center (3 items)</i> | \$57,500.00 | | |
| <u>Thomasville Genealogical Library</u> | | | |
| Thomasville Genealogical Library Thomasville Georgia | \$1,000.00 | 11/30/2009 | Employee Incentive Fund |
| Thomasville Genealogical Library Thomasville Georgia | \$10,000.00 | 12/30/2008 | DWP FUND |
| Thomasville Genealogical Library Thomasville Georgia | \$1,000.00 | 6/1/2009 | MINW Perpetual Giving Fund |
| <i>Total Thomasville Genealogical Library (3 items)</i> | \$12,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|---|-------------|--------------|------------------------------|
| <u>Thomasville Landmarks, Inc.</u> | | | |
| Thomasville Landmarks, Inc. Thomasville Georgia | \$15,000.00 | 4/23/2009 | Foundation |
| Thomasville Landmarks, Inc. Thomasville Georgia | \$2,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total Thomasville Landmarks, Inc. (2 items)</i> | \$17,000.00 | | |
| <u>Thomasville Music & Drama Troupe, Inc.</u> | | | |
| Thomasville Music & Drama Troupe, Inc. Thomasville Georgia | \$5,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| Thomasville Music & Drama Troupe, Inc. Thomasville Georgia | \$5,000.00 | 11/23/2009 | DWP FUND |
| <i>Total Thomasville Music & Drama Troupe, Inc. (2 items)</i> | \$10,000.00 | | |
| <u>Thomasville Thomas County Habitat for Humanity</u> | | | |
| Thomasville Thomas County Habitat for Humanity Thomasville Georgia | \$7,000.00 | 11/18/2009 | DWP FUND |

| Grantee Name | Amount | Payment Date | Fund |
|--|---------------|---------------------|---------------------------|
| Grantee City | | | |
| Grantee State | | | |
| Thomasville Thomas County Habitat for Humanity Thomasville Georgia | \$45,000.00 | 5/28/2009 | MNW Fund |
| Thomasville Thomas County Habitat for Humanity Thomasville Georgia | \$50,000.00 | 4/23/2009 | Foundation |
| <i>Total Thomasville Thomas County Habitat for Humanity (3 items)</i> | \$102,000.00 | | |
| <u>Thomasville YMCA</u> | | | |
| Thomasville YMCA Thomasville Georgia | \$5,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| Thomasville YMCA Thomasville Georgia | \$1,000.00 | 11/30/2009 | Employee Incentive Fund |
| <i>Total Thomasville YMCA (2 items)</i> | \$6,000.00 | | |
| <u>Thomasville-Thomas County Humane Society</u> | | | |
| Thomasville-Thomas County Humane Society Thomasville Georgia | \$1,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |

| Grantee Name | Amount | Payment Date | Fund |
|---|---------------|---------------------|---------------------------|
| Grantee City | | | |
| Grantee State | | | |
| Thomasville-Thomas County Humane Society | \$15,000.00 | 10/19/2009 | Foundation |
| Thomasville Georgia | | | |
| <i>Total Thomasville-Thomas County Humane Society (2 items)</i> | \$16,000.00 | | |
| <u>U.S. Department of State</u> | | | |
| U.S. Department of State Washington D.C. | \$5,000.00 | 11/23/2009 | DWP FUND |
| U.S. Department of State Washington D.C. | \$5,000.00 | 6/1/2009 | MNW Perpetual Giving Fund |
| <i>Total U.S. Department of State (2 items)</i> | \$10,000.00 | | |
| <u>Vashti Center</u> | | | |
| Vashti Center Thomasville Georgia | \$24,000.00 | 10/16/2009 | Foundation |
| <i>Total Vashti Center (1 item)</i> | \$24,000.00 | | |

| Grantee Name Grantee City Grantee State | Amount | Payment Date | Fund |
|--|----------------|--------------|------------------|
| <u>Washington & Lee University</u> | | | |
| Washington & Lee University Lexington VA | \$5,000.00 | 12/30/2008 | DWP FUND |
| Washington & Lee University Lexington VA | \$25,000.00 | 11/23/2009 | Third Generation |
| Washington & Lee University Lexington VA | \$5,000.00 | 11/23/2009 | DWP FUND |
| <i>Total Washington & Lee University (3 items)</i> | \$35,000.00 | | |
| <u>Wildlife Foundation of Florida</u> | | | |
| Wildlife Foundation of Florida Tallahassee FL | \$5,000.00 | 12/30/2008 | DWP FUND |
| <i>Total Wildlife Foundation of Florida (1 item)</i> | \$5,000.00 | | |
| <u>Wolfson Children's Hospital</u> | | | |
| Wolfson Children's Hospital Jacksonville FL | \$10,000.00 | 10/6/2009 | DWP FUND |
| <i>Total Wolfson Children's Hospital (1 item)</i> | \$10,000.00 | | |
| Grand Totals | \$2,601,000.00 | | |

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|-----------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| EXCELSIOR BUYOUT PARTNERS K-1 S/T | 0. | 0. | 0. | 0. | <3,656.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|-----------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| EXCELSIOR BUYOUT PARTNERS K-1 L/T | 0. | 0. | 0. | 0. | 52,251. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| EXCELSIOR BUYOUT PARTNERS SECTION 1231 GAIN | 0. | 0. | 0. | 0. | 1. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED PURCHASED | (F) DATE ACQUIRED VARIOUS | DATE SOLD VARIOUS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--|------------------------------------|----------------------|
| LITIGATION PROCEEDS | 0. | 0. | 0. | 0. | 5,735. | |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED PURCHASED | (F) DATE ACQUIRED VARIOUS | DATE SOLD VARIOUS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--|------------------------------------|----------------------|
| PUBLICLY TRADED SECURITIES | 12,570,169. | 14,006,947. | 0. | 0. | <1,436,778.> | |

| | |
|---------------------------------------|--------------|
| CAPITAL GAINS DIVIDENDS FROM PART IV | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | <1,382,447.> |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

| SOURCE | AMOUNT |
|--|---------|
| BANK INTEREST | 12,229. |
| INTEREST INCOME - SAVINGS | 29,077. |
| INTEREST INCOME - SECURITIES | 51,343. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 92,649. |

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 3 |
|-------------|--|-----------|---|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| CORPORATE STOCKS | 855,732. | 0. | 855,732. |
| OTHER PORTFOLIO INCOME/K-1 | 1,696. | 0. | 1,696. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 857,428. | 0. | 857,428. |

| | | | |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 4 |
|-------------|--------------|-----------|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PARTNERSHIP GAIN | 16. | 0. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 16. | 0. | |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 5 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 8,000. | 6,000. | | 2,000. |
| TO FORM 990-PF, PG 1, LN 16B | 8,000. | 6,000. | | 2,000. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 6 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| OTHER TAXES | 201. | 0. | | 201. |
| PAYROLL TAXES | 9,117. | 0. | | 9,117. |
| TO FORM 990-PF, PG 1, LN 18 | 9,318. | 0. | | 9,318. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| INVESTMENT EXPENSE | 211,671. | 211,671. | | 0. |
| MISCELLANEOUS | 5,401. | 0. | | 5,401. |
| HEALTH INSURANCE | 36,044. | 0. | | 36,044. |
| NON-DEDUCTIBLE EXPENSE/K-1 | 6. | 0. | | 0. |
| MEETING EXPENSE | 1,250. | 0. | | 1,250. |
| TRAINING & TRAVEL | 130. | 0. | | 130. |
| TO FORM 990-PF, PG 1, LN 23 | 254,502. | 211,671. | | 42,825. |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT 8 |
|---|-----------------|----------------------|-------------|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | |
| CORPORATE STOCKS | 27,789,331. | 27,789,331. | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 27,789,331. | 27,789,331. | |

| FORM 990-PF | CORPORATE BONDS | | STATEMENT 9 |
|---|-----------------|----------------------|-------------|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | |
| CORPORATE BONDS | 7,763,473. | 7,763,473. | |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 7,763,473. | 7,763,473. | |

| FORM 990-PF | OTHER INVESTMENTS | | STATEMENT 10 |
|--|---------------------|-------------|----------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| ALTERNATIVE INVESTMENTS | FMV | 13,609,601. | 13,609,601. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 13,609,601. | 13,609,601. |

FORM 990-PF OTHER ASSETS STATEMENT 11

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| SOFTWARE | 20,327. | 20,327. | 20,327. |
| ACCUMULATED AMORTIZATION | <20,327.> | <20,327.> | <20,327.> |
| OFFICE FURNITURE | 35,781. | 37,981. | 37,981. |
| ACCUMULATED DEPRECIATION | <35,527.> | <37,101.> | <37,101.> |
| TO FORM 990-PF, PART II, LINE 15 | 254. | 880. | 880. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---------------------------------|-------------------|------------------------------|--------------------|
| DIANE W. PARKER P.O. BOX 1577 THOMASVILLE, GA 31799 | VICE PRESIDENT/DIRECTOR 0.00 | 0. | 0. | 0. |
| BERNARD LANIGAN, JR 430 S. HANSELL ST THOMASVILLE, GA 31792 | TREASURER/DIRECTOR 0.00 | 0. | 0. | 0. |
| JOSEPH E BEVERLY 1132 GORDON AVE THOMASVILLE, GA 31792 | DIRECTOR 0.00 | 0. | 0. | 0. |
| THOMAS H VANN JR 411 GORDON AVE THOMASVILLE, GA 31792 | DIRECTOR 0.00 | 0. | 0. | 0. |
| THOMAS W PARKER 4554 WHITESTONE WAY SUWANEE, GA 30024 | PRESIDENT 0.00 | 0. | 0. | 0. |
| STEPHEN T PARKER 1650 CAMP RAWLS ROAD WAGENER, SC 29164 | SECRETARY/DIRECTOR 0.00 | 0. | 0. | 0. |
| ALSTON PARKER WATT P O BOX 1577 THOMASVILLE, GA 31799 | EXECUTIVE DIRECTOR 30.00 | 80,000. | 17,186. | 0. |

• WILLIAMS FAMILY FOUNDATION OF GEORGIA, I

58-1414850

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|---|------------------|----|----|----|
| LARRY HARMON 8214 US HWY 19S THOMASVILLE, GA 31757 | DIRECTOR 0.00 | 0. | 0. | 0. |
| FRED COOPER 170 WEST PACES FERRY ROAD ATLANTA, GA 30305 | DIRECTOR 0.00 | 0. | 0. | 0. |
| THOMAS L WILLIAMS IV P O BOX 1577 THOMASVILLE, GA 31799 | DIRECTOR 0.00 | 0. | 0. | 0. |
| ASHLYN E WILLIAMS 2855 DILLON RD THOMASVILLE, GA 31757 | DIRECTOR 0.00 | 0. | 0. | 0. |
| JOSEPH NEEL WILLIAMS 2863 DILLON RD THOMASVILLE, GA 31757 | DIRECTOR 0.00 | 0. | 0. | 0. |

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

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| 80,000. | 17,186. | 0. |
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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIAMS FAMILY FOUNDATION OF GEORGIA, INC.
VICTORIA PLACE
THOMASVILLE, GA 31792

TELEPHONE NUMBER

229-226-4300

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE WRITTEN & CONTAIN INFORMATION REGARDING AMOUNT OF CONTRIBUTION REQUESTED, BUDGET, FINANCIAL STATEMENTS, EXEMPTION LETTER, ETC.

ANY SUBMISSION DEADLINES

NONE - BOARD MEETS EVERY MAY & NOVEMBER TO REVIEW APPLICATIONS & MAKE CONTRIBUTIONS, & REVIEWS ALL APPLICATIONS THAT HAVE BEEN RECEIVED

RESTRICTIONS AND LIMITATIONS ON AWARDS

EDUCATION, HISTORIC PRESERVATION PRIMARILY IN THOMASVILLE, GA AREA, & OTHER ORGANIZATIONS WITH SPECIAL INTEREST OF FOUNDATION