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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

2009

Note.

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

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WILLIAM HOWARD FLOWERS JR FOUNDATION INC		A Employer identification number 58-1399036	
	Number and street (or P O box number if mail is not delivered to street address) PO BOX 6100		Room/suite	B Telephone number (see page 10 of the instructions) (229) 225-5454
	City or town, state, and ZIP code Thomasville, GA 317586100		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 54,748,364		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(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 (attach schedule)	324,550			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	39,588	39,588		
	4 Dividends and interest from securities.	1,261,361	1,261,361		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-366,449			
	b Gross sales price for all assets on line 6a _____ 362,510				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,259,050	1,300,949		
	13 Compensation of officers, directors, trustees, etc	32,500	0		32,500
	14 Other employee salaries and wages	16,200	0		16,200
	15 Pension plans, employee benefits	8,031	0		8,031
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,054	3,527		3,527
	c Other professional fees (attach schedule)	44,658	22,329		22,329
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,814	0		3,726
	19 Depreciation (attach schedule) and depletion	716	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,860	0		6,860
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	121,833	25,856		93,173
	25 Contributions, gifts, grants paid	2,544,000			2,544,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,665,833	25,856		2,637,173
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,406,783			
	b Net investment income (if negative, enter -0-)		1,275,093		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1Cash—non-interest-bearing	39,345	19,802	19,802
	2Savings and temporary cash investments	5,752,313	4,894,814	4,894,814
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges			
	10aInvestments—U S and state government obligations (attach schedule)			
	bInvestments—corporate stock (attach schedule)	44,077,906	44,281,010	44,281,010
	cInvestments—corporate bonds (attach schedule).	547,231	595,596	595,596
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)	4,207,410	4,955,666	4,955,666
	14Land, buildings, and equipment basis ▶ _____ 5,617 Less accumulated depreciation (attach schedule) ▶ _____ 4,435	1,685	1,182	1,182
Liabilities	15Other assets (describe ▶ _____)	1,752	294	294
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	54,627,642	54,748,364	54,748,364
	17Accounts payable and accrued expenses			
	18Grants payable			
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)			
	23Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted	54,627,642	54,748,364	
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds			
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds			
	30Total net assets or fund balances (see page 17 of the instructions)	54,627,642	54,748,364	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	54,627,642	54,748,364	

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	54,627,642
2	Enter amount from Part I, line 27a	2	-1,406,783
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,527,505
4	Add lines 1, 2, and 3	4	54,748,364
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	54,748,364

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)
1 a	GENERAL MOTORS 500,000 SHS	P	2007-03-07	2009-02-19
b	UNITED TECHNOLOGIES NTS 235,000 SHS	P	2001-11-02	2009-06-01
c	Tootsie Roll Ind Inc -CASH IN LIEU	P	2009-04-09	2009-04-09
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 127,491		477,509	-350,018
b 235,000		250,419	-15,419
c 19			19
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) 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	
a			-350,018
b			-15,419
c			19
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	-365,418
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3	

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 page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	2,964,983	61,628,612	0 048110
2007	2,754,306	55,537,400	0 049594
2006	2,541,227	51,228,561	0 049606
2005	2,344,164	46,662,951	0 050236
2004	1,958,675	40,231,278	0 048685

2	Total of line 1, column (d).	2	0 246231
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	0 049246
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	52,493,020
5	Multiply line 4 by line 3.	5	2,585,071
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	12,751
7	Add lines 5 and 6.	7	2,597,822
8	Enter qualifying distributions from Part XII, line 4.	8	2,637,173

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	12,751
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2.		3	12,751
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	12,751
6Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	24,684
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	
7Total credits and payments Add lines 6a through 6d.		7	24,684
8Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	11,933
11Enter the amount of line 10 to be Credited to 2010 estimated tax 11,933 Refunded		11	0

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
		1a	No
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
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.			
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3Has 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		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6Are 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	Yes
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) GA			
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MARLENE PEEPLES Telephone no (229) 225-5454 Located at PO BOX 6100 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		

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? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 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)?. Yes 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). Yes 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.	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 2009?.	1c		No
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. If "Yes," list the years 20____, 20____, 20____, 20____			
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 page 20 of the instructions).	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 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2009?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes	☐ No	
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? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
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?	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 (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAPHNE F WOOD	VICE-PRESIDENT	0	0	0
676 LIVE OAK LANE	0 00			
MONTICELLO,FL 31626				
TALIAFERRO F CROZER	TREASURER	0	0	0
2970 FOXGLOVE ROAD	0 00			
WILSON,WY 83014				
MAURY FLOWERS SHIELDS	PRESIDENT	0	0	0
210 El brillo way	0 00			
PALM BEACH,FL 33480				
KAYE REYNOLDS	SECRETARY	32,500	5,185	0
PO BOX 6100	40 00			
THOMASVILLE,GA 31757				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	46,950,446
b	Average of monthly cash balances.	1b	6,341,960
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	53,292,406
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	53,292,406
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	799,386
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	52,493,020
6	Minimum investment return. Enter 5% of line 5.	6	2,624,651

Part XI

Distributable Amount (see page 25 of the 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	2,624,651
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	12,751
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,751
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,611,900
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,611,900
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,611,900

Part XII

Qualifying Distributions (see page 25 of the 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	2,637,173
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	2,637,173
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 (see page 26 of the instructions).	5	12,751
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,624,422
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2008			
a	Enter amount for 2008 only.			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2009			
a	From 2004.			
b	From 2005.			
c	From 2006.			
d	From 2007.			
e	From 2008.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,637,173			
a	Applied to 2008, but not more than line 2a			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2009 distributable amount.			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
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.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a			
10	Analysis of line 9			
a	Excess from 2005.			
b	Excess from 2006.			
c	Excess from 2007.			
d	Excess from 2008.			
e	Excess from 2009.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

MAURY FLOWERS SHIELDS

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

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 page 28 of the 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

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 XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	2,544,000
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	39,588	
4 Dividends and interest from securities.			14	1,261,361	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-366,449	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .		0		934,500	0
13 Total. Add line 12, columns (b), (d), and (e). 13				934,500	934,500

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

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.			
*****		2010-05-11	
Signature of officer or trustee		Title	

Paid Preparer's Use Only	Preparer's Signature Frank Mercer	Date	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code		EIN	
	Lanigan & Associates P C 314 Gordon Avenue Thomasville, GA 31792		Phone no (229) 226-8320	

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, or 990-PF.

OMB No 1545-0047

2009

Name of organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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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 an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not 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. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MAURY TICE FLOWERS CHARITABLE LEAD 125-C NORTH BROAD STREET SUITE 311 THOMASVILLE, GA 31752 	\$ 162,560	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	MCFADDEN CHARITABLE LEAD TRUST PO BOX 6100 THOMASVILLE, GA 317586100 	\$ 96,911	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	PARKER CHARITABLE LEAD TRUST PO BOX 6100 THOMASVILLE, GA 317586100 	\$ 65,079	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	 	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	 	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	 	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Additional Data

Software ID: 09000028
Software Version: 2009.03040
EIN: 58-1399036
Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
1000 FRIENDS OF FLORIDAPO BOX 5948 TALLAHASSEE,FL 32314	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ACADIANA OUTREACH CENTER 125 S BUCHANAN STREET LAFAYETTE,LA 70501	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ALBANY AREA QUAIL PROGRAM 13093 HENRY BEADEL DR TALLAHASSEE,FL 32312	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ALL SAINTS EPISCOPAL CHURCH PO BOX 2626 THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	68,500
ALZHEIMER'S ASSOCIATION OF GA 220 PARK AVE THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ANGEL TREEP PO BOX 1550 MERRIFIELD,VA 22116	N/A	PUBLIC CHARITY	OPERATING EXPENSES	140,000
ARCHBOLD FOUNDATION PO BOX 1018 THOMASVILLE,GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	75,000
AUCILLA CHRISTIAN SCHOOL 7803 AUCILLA MONTICELLO,FL 32344	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
BEAU TURNER YOUTH CONSERVATION CENTER CO WILDLIFE FOUND OF FL PO BOX 11010 TALLAHASSEE,FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	10,000
BISHOP HALL 1819 EAST CLAY STREET THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
BOSTON CARNEGIE LIBRARY PO BOX 310 BOSTON,GA 31626	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
BOY SCOUTS OF AMERICA - SUWANNEE RIVER AREA 2032 THOMASVILLE ROAD TALLAHASSEE,FL 32308	N/A	PUBLIC CHARITY	OPERATING EXPENSES	27,000
BOY'S AND GIRLS CLUB - MONTICELLO CHAPTER 306 LAURALEE AVE TALLAHASSEE,FL 32315	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK,NY 10009	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
BROOKWOOD SCHOOL 301 CARDINAL RIDGE ROAD THOMASVILLE,GA 31792	N/A	EDUCATIONAL INST	OPERATING EXPENSES	530,000
Total			▶ 3a	2,544,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CAMP ARROWPO BOX 647 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
CAMP MERRIE-WOODE100 MERRIE-WOODE RD SAPPHIRE,NC 28774	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
CAMP SUNSHINE1850 CLAIRMONT ROAD DECATUR,GA 30033	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
CAMPUS CRUSADE FOR CHRIST - JESUS FILM PROJECTPO BOX 628222 ORLANDO,FL 32862	N/A	CHURCH	OPERATING EXPENSES	25,000
CASHIERS - GLENVILLE VOLUNTEER FIRE DEPTP O BOX 1978 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
CASHIERS AREA HUMANE SOCIETY P O BOX 638 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
CHARLOTTESVILLE AREA COMMUNITY FOUNDATION114 4TH STREET SE CHARLOTTESVILLE,VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	2,500
CONGRESSIONAL SPORTSMEN'S FOUNDATION - FLORIDA STATE RESOURCE FUND110 NORTH CAROLINE AVE SE WASHINGTON,DC 20003	N/A	FOUNDATION	OPERATING EXPENSES	5,000
COUNTRYSIDE ALLIANCE USA INC P O BOX 363 MILLWOOD,VA 22646	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	10,000
DELTA SOCIETY875 124TH AVENUE NE SUITE 101 BELLEVUE,WA 98005	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
DOWNTOWN THOMASVILLE FACADE RESTORATIONPO BOX 1540 THOMASVILLE,GA 31799	N/A	POLICITAL SUB OF ST	OPERATING EXPENSES	35,000
EBENEZER METHODIST CHURCH 7040 TWELVE MILE POST ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
ELIZABETH MISSIONARY BAPTIST CHURCH669 GROOVER ROAD MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
EQUESTRIAN LAND CONSERVATION RESOURCEP O BOX 423 ELIZABETH,IL 61028	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
EVERGREEN CONGREGATIONAL UNITED CHURCH OF CHRISTPO BOX 1611 THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	2,500
Total  3a				2,544,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FAVOR CHRISTIAN ACADEMYPO BOX 1096 THOMASVILLE,GA 31799	N/A	EDUCATIONAL INST	OPERATING EXPENSES	25,000
FELLOWSHIP OF CHRISTIAN ATHLETES8701 LEEDS RD KANSAS CITY,MO 64129	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
FOCUS ON THE FAMILY8655 EXPLORER DRIVE COLORADO SPRINGS,CO 80995	N/A	PUBLIC CHARITY	OPERATING EXPENSES	35,000
G-CAPP100 AUBURN AVENUE SUITE 200 ATLANTA,GA 30303	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
GERALDINE CM LIVINGSTON FOUNDATION1583 LIVINGSTON ROAD GREENVILLE,FL 32331	N/A	FOUNDATION	OPERATING EXPENSES	1,000
GIRL SCOUTS OF SOUTHWEST GEORGIA515 PINE AVENUE ALBANY,GA 31701	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
GLENVILLE-CASHIERS RESCUE SQUAD INCP O BOX 919 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION40 EAST 52ND ST 15TH FLOOR NEW YORK,NY 10022	N/A	FOUNDATION	OPERATING EXPENSES	20,000
HALCYON HOME INCPO BOX 1838 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
HANDS & HEARTS FOR HORSES 3828 LOWER CAIRO RD THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
HANDS ON THOMAS COUNTYPO BOX 252 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
HEALTHWAYS INC PARENT CHILD HOME PROG3841 GREEN HILLS VILLAGE DR NASHVILLE,TN 37215	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
HIGHLANDSCASHIERS HOSPITAL FOUNDPO BOX 742 HIGHLANDS,NC 28741	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
HOOVED ANIMAL HUMANE SOCIETY10804 MCCONNELL ROAD WOODSTOCK,IL 60098	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
HOOVED ANIMAL RESCUE10804 MCCONNELL ROAD WOODSTOCK,IL 60098	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
Total ▶ 3a				2,544,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HOSPICE OF SOUTHWEST GEORGIA - ARCHBOLD FOUNDATION INC818 GORDON AVE THOMASVILLE,GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	21,000
JACKSON - MACON CONSERVATION ALLIANCE348 SOUTH FIFTH STREET HIGHLANDS,NC 28741	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
JEFFERSON COUNTY HUMANE SOCIETYPO BOX 559 MONTICELLO,FL 32345	N/A	PUBLIC CHARITY	OPERATING EXPENSES	35,000
LAND TRUST ALLIANCE1600 L STREET NW SUITE 1100 WASHINGTON,DC 20036	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
LASSAC MISSIONARY METHODIST CHURCH1683 PARRAMORE FISHPOND ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
LAWSON NEEL MEDBANK INCPO BOX 5756 THOMASVILLE,GA 31758	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
LEWIS HALL SINGLETARY ONCOLOGY CENTER - ARCHBOLD FOUND INC910 SOUTH BROAD STREET THOMASVILLE,GA 31792	N/A	FOUNDATION	CONSTRUCTION OF BUILDING	100,000
MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON,TX 77210	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
MADEIRA SCHOOL8328 GEORGETOWN PIKE MCLEAN,VA 22102	N/A	EDUCATIONAL INST	OPERATING EXPENSES	11,000
MASTER FOX HOUND ASSOCIATION EDUCATIONAL FOUNDATIONPO BOX 363 MILLWOOD,VA 22646	N/A	FOUNDATION	OPERATING EXPENSES	20,000
MERCY SEAT CHRISTIAN CHURCH 678 MERCY SEAT ROAD THOMASVILLE,GA 31792	N/A	CHURCH	OPERATING EXPENSES	1,000
METCALF VETERINARY SPORTS MEDICINE PROG AT AUBURN134 MCADORY HALL AUBURN,AL 36849	N/A	EDUCATIONAL INST	OPERATING EXPENSES	2,500
MONTICELLO OPERA HOUSE INC ENDOWMENT FUNDPO BOX 518 MONTICELLO,FL 32345	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
MOUNT OLIVE PB CHURCH819 FLETCHER STREET THOMASVILLE,GA 31792	N/A	CHURCH	OPERATING EXPENSES	1,000
MOUNT PLEASANT AME CHURCH 125 GROOVER ROAD MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
Total ▶ 3a				2,544,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MT MORIAH MISSIONARY BAPTIST CHURCH3212 PARRAMORE FISHPOND ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
NATIONAL SIGHTHOUND ADOPTION2399 FREDONIA ROAD THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	11,000
NEPENTHIC SOCIETY INC167 HOME PARK FARM ROAD THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	24,000
NEW JERUSALEM CHURCH OF GOD IN UNITYPO BOX 653 BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
NEW OAK GROVE MB CHURCH3333 REICHERTVILLE ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
OLIVE BAPTIST CHURCH6063 BOSTON HWY MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
PHILADELPHIA MISSIONARY BAPTIST CHURCH555 FULFORD ROAD MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
PRISON FELLOWSHIP MINISTRIES PO BOX 1550 MERRIFIELD,VA 22116	N/A	PUBLIC CHARITY	OPERATING EXPENSES	115,000
RED HILLS HORSE TRIALS INC POBOX 14869 TALLAHASSEE,FL 32317	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
REFUGE HOUSE INCPO BOX 20910 TALLAHASSEE,FL 32316	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
REICHERTVILLE VOLUNTEER FIRE DEPARTMENT3485 REICHERTVILLE ROAD BOSTON,GA 31626	N/A	PUBLIC CHARITY	OPERATING EXPENSES	6,500
SAINT MARY OF THE ANGLES CATHOLIC SCHOOL991 S DORA ST UKIAH,CA 95482	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
SALVATION ARMYPO BOX 66 THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
SHEPHERD SPINAL CLINIC2020 PEACHTREE RD NW ATLANTA,GA 30309	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
SOUTH GEORGIA PERFORMING ARTS135 N BROAD ST THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
Total 3a				2,544,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SOUTHEASTERN GUIDE DOGS INC 4210 77TH ST E PALMETTO, FL 34221	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
SOUTHEASTERN LEGAL FOUNDATION 3340 PEACHTREE RD NE SUITE 2515 ATLANTA, GA 30326	N/A	FOUNDATION	OPERATING EXPENSES	100,000
SOUTHWEST GEORGIA TECHNICAL COLLEGE FOUNDATION 15689 US 19 N THOMASVILLE, GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	25,000
SOUTHWEST GEORGIA THERAPEUTIC RIDING CTR 1048 PHILEMA ROAD S LEESBURG, GA 31763	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
TALL TIMBERS RESEARCH 13093 HENRY BEADEL DRIVE TALLAHASSEE, FL 32312	N/A	PUBLIC CHARITY	OPERATING EXPENSES	127,000
TALLAHASSEE MUSEUM 3945 MUSEUM DRIVE TALLAHASSEE, FL 32310	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THE CONSERVATION FUND PO BOX 1362 TUCKER, GA 30085	N/A	FOUNDATION	OPERATING EXPENSES	1,000
THE FOUNDATION FOR THE PEOPLE OF BURMA 225 BUSH STREET SUITE 590 SAN FRANCISCO, CA 94104	N/A	FOUNDATION	OPERATING EXPENSES	1,000
THE FUTURE OF HUNTING IN FLORIDA INC PO BOX 10949 TALLAHASSEE, FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THE GEORGE WASHINGTON FOUNDATION 1201 WASHINGTON AVE FREDERICKSBURG, VA 22401	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THE HERITAGE FOUNDATION 214 MASSACHUSETTES AVE NE WASHINGTON, DC 20002	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THE MAILBOX CLUB INC 404 EAGER ROAD VALDOSTA, GA 31602	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THE OPEN DOOR ADOPTION AGENCY PO BOX 4 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
THE UNITED STATES PONY CLUBS INC 4041 IRON WORKS PARKWAY LEXINGTON, KY 40511	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THOMAS COUNTY CASA PO BOX 1034 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
Total  3a				2,544,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THOMAS COUNTY FOOD BANKPO BOX 2422 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMAS COUNTY HISTORICAL SOCIETYPO BOX 1922 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
THOMAS JEFFERSON MEMORIAL FOUNDATIONPO BOX 316 CHARLOTTESVILLE,VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THOMAS UNIVERSITY1501 MILLPOND ROAD THOMASVILLE,GA 31792	N/A	EDUCATIONAL INST	OPERATING EXPENSES	3,500
THOMAS-GRADY ARCPO BOX 994 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THOMASVILLE ANTIQUES SHOW FOUNDATION INCPO BOX 1633 THOMASVILLE,GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THOMASVILLE BOYS AND GIRLS CLUBPO BOX 3026 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
THOMASVILLE COMMUNITY RESOURCE CENTERPO BOX 1897 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	35,000
THOMASVILLE CULTURAL CENTER INCPO BOX 2177 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	6,000
THOMASVILLE LANDMARKSPO BOX 1285 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	35,000
THOMASVILLE MUSIC & DRAMA TROUPE INCPO BOX 284 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMASVILLE-THOMAS COUNTY HABITAT FOR HUMANITY INC4131 GA HWY 122 THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
THOMASVILLE-THOMAS COUNTY HUMANE SOCIETY180 BIG STAR DR THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
US SPORTMEN'S ALLIANCE FOUNDATION801 KINGSMILL PARKWAY OLUMBUS,OH 43229	N/A	FOUNDATION	OPERATING EXPENSES	45,000
UNIVERSITY OF FLORIDA FOUNDATION INCPO BOX 14425 GAINESVILLE,FL 32604	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
Total 3a				2,544,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF VIRGINIAPO BOX 400807 CHARLOTTESVILLE,VA 22904	N/A	EDUCATIONAL INST	OPERATING EXPENSES	140,000
VASHTI CENTER1815 EAST CLAY STREET THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
VETERANS ADMINISTRATION OF THOMAS COUNTY1484 15TH AVE NW CAIRO,GA 31728	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
VISION OF HOPE MISSIONARY BAPTIST CHURCH6415 12 MILE POST ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
WESTMORELAND DAVIS MEMORIAL FOUNDATION INCPO BOX 6228 LEESBURG,VA 20178	N/A	FOUNDATION	OPERATING EXPENSES	1,000
WILDLIFE FOUNDATION OF FLORIDA INCPO BOX 11010 TALLAHASSEE,FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	20,000
YMCA - DAWSON STREET CENTER PO BOX 1037 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	40,000
Total			3a	2,544,000

TY 2009 Accounting Fees Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN & FINANCIAL STATEMENT PREPARATION	7,054	3,527		3,527

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
RICOH COPIER/FAX AF1018	2004-02-19	3,445	3,330	SL	5 0000000000000	115	0		
BUSINESS WORKS GOLD UPDATE	2004-03-30	928	928	SL	3 0000000000000	0	0		
2 DELL COMPUTERS/BACK-UP	2006-09-13	2,942	1,372	SL	5 0000000000000	539	0		
09' DELL COMPUTERS (2)	2009-10-01	1,244		SL	5 0000000000000	62	0		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Gain/Loss from Sale of Other Assets Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Met hod	Sales Expenses	Total (net)	Accumulated Depreciation
DISPOSITION OF ASSET	2006-09	Purchased	2009-12			2,942		0	-1,031	1,911

**TY 2009 Investments Corporate
Bonds Schedule****Name:** WILLIAM HOWARD FLOWERS JR FOUNDATION INC**EIN:** 58-1399036

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL MOTORS 500,000 SHS 11/15/24	0	0
GENERAL ELECTRIC 100,000 SHS 4/15/23	96,242	96,242
GENERAL ELECTRIC 100,000 SHS 12/15/12	105,306	105,306
TECO FINANCE 200,000 SHS 11/1/17	203,548	203,548
TESORO CORP. DUE 11/15	190,500	190,500

**TY 2009 Investments Corporate
Stock Schedule****Name:** WILLIAM HOWARD FLOWERS JR FOUNDATION INC**EIN:** 58-1399036

Name of Stock	End of Year Book Value	End of Year Fair Market Value
flowers foods, inc. - 1,619,077 shares	38,469,270	38,469,270
SARA LEE 20,000 SHS	243,600	243,600
SENSIENT TECHNOLOGIES 15,000 SHS	394,500	394,500
BRISTOL MYERS SQUIBB CO. 10,000 SHS	252,500	252,500
EMERSON ELECTRIC 15,000 SHS	639,000	639,000
AT & T 15,000 SHARES	420,450	420,450
DEL MONTE FOODS 30,000 SHARES	340,200	340,200
TRAVELERS COS 10,000 SHARES	498,600	498,600
SNAP-ON, INC. 20,000 SHARES	845,200	845,200
THOMASVILLE BANCSHARES 2,000 SHARES	27,500	27,500
LUBRIZOL CORP 15,000 shs	1,094,250	1,094,250
TOOTSIE ROLL 11,254 SHS	308,135	308,135
LABRANCHE & CO 25,000 SHS	71,000	71,000
SCHLUMBERGER LTD 10,000 SHS	650,900	650,900
TOTAL SYSTEMS 1,500 SHS	25,905	25,905

TY 2009 Investments - Other Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
united technologies (notes), due 06/01/09,	FMV	0	0
CAPITAL MANAGEMENT INVESTMENT TRUST SMALL CAP FUND	FMV	2,473,931	2,473,931
CAPITAL MANAGEMENT INVESTMENT TRUST MID CAP FUND	FMV	2,481,735	2,481,735

TY 2009 Land, Etc. Schedule**Name:** WILLIAM HOWARD FLOWERS JR FOUNDATION INC**EIN:** 58-1399036

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
RICOH COPIER/FAX AF1018	3,445	3,445		0
BUSINESS WORKS GOLD UPDATE	928	928		0
09' DELL COMPUTERS (2)	1,244	62	1,182	0

TY 2009 Other Assets Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST RECEIVABLE	1,752	294	294

TY 2009 Other Expenses Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	30	0		30
OFFICE EXPENSES	6,830	0		6,830

TY 2009 Other Increases Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Amount
UNREALIZED GAIN	1,247,331
DIFFERENCE IN BOOK/TAX LOSS ON SALE OF INVESTMENTS	280,174

TY 2009 Other Professional Fees Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	44,658	22,329		22,329

TY 2009 Taxes Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INTERNAL REVENUE SERVICE-FROM 990PF- EXCISE TAX	2,088	0		0
PAYROLL TAXES	3,726	0		3,726