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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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 DEC 1, 2009, and ending NOV 30, 2010

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

Number and street (or P.O. box number if mail is not delivered to street address)

P.O. BOX 1577

City or town, state, and ZIP code

THOMASVILLE, GA 31799

Room/suite

A Employer identification number

58-1414850

B Telephone number

229-226-4300

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)
\$ 54,877,987.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

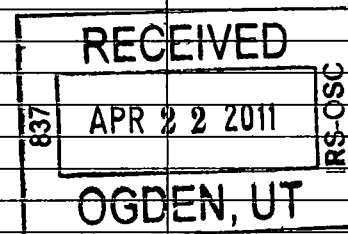
(Part I, column (d) must be on cash basis.)

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).)

(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	82,500.		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	37,519.	37,519.		STATEMENT 1
	4 Dividends and interest from securities	551,159.	551,159.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	950,272.			
	b Gross sales price for all assets on line 6a	9,057,199.			
	7 Capital gain net income (from Part IV, line 2)		950,272.		
	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	415.	572.		STATEMENT 3	
12 Total Add lines 1 through 11	1,621,865.	1,539,522.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	80,000.	8,000.		72,000.
	14 Other employee salaries and wages	62,012.	0.		62,012.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	11,839.	8,879.		2,960.
	c Other professional fees				
	17 Interest	104.	0.		0.
	18 Taxes STMT 5	8,518.	0.		8,518.
	19 Depreciation and depletion	352.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	273,401.	210,901.		62,383.
	24 Total operating and administrative expenses. Add lines 13 through 23	436,226.	227,780.		207,873.
	25 Contributions, gifts, grants paid	2,708,700.			2,708,700.
Total expenses and disbursements. Add lines 24 and 25	3,144,926.	227,780.		2,916,573.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,523,061.>				
b Net investment income (if negative, enter -0-)		1,311,742.			
c Adjusted net income (if negative, enter -0-)			N/A		



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OF GEORGIA, INC.**

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	158,469.	11,697.	11,697.
	2 Savings and temporary cash investments	2,217,807.	2,370,228.	2,370,228.
	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 7	27,789,331.	30,651,913.	30,651,913.
	c Investments - corporate bonds STMT 8	7,763,473.	6,878,381.	6,878,381.
	11 Investments - land, buildings, and equipment, basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
Liabilities	13 Investments - other STMT 9	13,609,601.	14,965,240.	14,965,240.
	14 Land, buildings, and equipment, basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	880.	528.	528.
	16 Total assets (to be completed by all filers)	51,539,561.	54,877,987.	54,877,987.
	17 Accounts payable and accrued expenses	2,662.	2,617.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	2,662.	2,617.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31			
	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	51,536,899.	54,875,370.	
	30 Total net assets or fund balances	51,536,899.	54,875,370.	
	31 Total liabilities and net assets/fund balances	51,539,561.	54,877,987.	

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	51,536,899.
2 Enter amount from Part I, line 27a	2	<1,523,061.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	3	4,861,532.
4 Add lines 1, 2, and 3	4	54,875,370.
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	54,875,370.

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 9,057,199.		7,905,191.	950,272.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			
b			
c			
d			
e			950,272.

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	950,272.
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))
2008	2,778,903.	46,568,511.	.059673
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

2 Total of line 1, column (d)	2	.256690
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	.051338
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	52,709,361.
5 Multiply line 4 by line 3	5	2,705,993.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,117.
7 Add lines 5 and 6	7	2,719,110.
8 Enter qualifying distributions from Part XII, line 4	8	2,916,573.

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.

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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 or determination letter: _____ (attach copy of 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	13,117.
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	13,117.
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	13,117.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	39,904.	
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	39,904.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	26,787.	
11 Enter the amount of line 10 to be: Credited to 2010 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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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OF GEORGIA, INC.**

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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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
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 2009?		1c
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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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))?

☐ 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)?

☐ 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 instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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?

6b

X

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

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

☐ 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 11		80,000.	19,663.	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
SONIA B VICK 113 PONY CR, THOMASVILLE, GA 31792	40.00	62,012.	11,322.	0.

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

0

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**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	51,868,278.
b	Average of monthly cash balances	1b	1,643,236.
c	Fair market value of all other assets	1c	528.
d	Total (add lines 1a, b, and c)	1d	53,512,042.
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	53,512,042.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	802,681.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,709,361.
6	Minimum investment return. Enter 5% of line 5	6	2,635,468.

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	2,635,468.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	13,117.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,117.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,622,351.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,622,351.
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	2,622,351.

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	2,916,573.
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	2,916,573.
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	13,117.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,903,456.

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.

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OF GEORGIA, INC.**

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,622,351.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				473,072.
e From 2008				464,965.
f Total of lines 3a through e	938,037.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 2,916,573.				
a Applied to 2008, 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 2009 distributable amount				2,622,351.
e Remaining amount distributed out of corpus	294,222.			
5 Excess distributions carryover applied to 2009 (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	1,232,259.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,232,259.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				473,072.
d Excess from 2008				464,965.
e Excess from 2009				294,222.

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

Form **990-PF** (2009)

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?

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

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

Date _____

➔ Title

Preparer's
signature

Firm's name (or yours if self-employed), address, and ZIP code

LANIGAN & ASSOCIATES, P. C.
314 GORDON AVENUE
THOMASVILLE, GA 31792

Date 04/15/4

Check if self-employed	
------------------------	--

Preparer's identifying number
P00105130

EIN ▶	#58-1304721
-------	-------------

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 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 foundationCheck 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 33 1/3% 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 on line H 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

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, OTHER COUNTRY	\$ 82,500.	Person <input 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)
			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)

Name of organization

WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.

Employer identification number

58-1414850

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

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

58-1414850

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
c EXCELSIOR BUYOUT PARTNERS K-1 S/T			VARIOUS	VARIOUS
d EXCELSIOR BUYOUT PARTNERS K-1 L/T			VARIOUS	VARIOUS
e EXCELSIOR BUYOUT PARTNERS SECTION 1231 GAIN			VARIOUS	VARIOUS
f LITIGATION PROCEEDS			VARIOUS	VARIOUS
g ELKHORN FUND K-1 S/T			VARIOUS	VARIOUS
h ELKHORN FUND K-1 L/T			VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

(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 3,094,784.		2,696,172.	398,612.
b 5,962,415.		5,209,019.	753,396.
c			<1,147.>
d			<23,743.>
e			<41.>
f			4,012.
g			<55,313.>
h			<125,504.>
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			398,612.
b			753,396.
c			<1,147.>
d			<23,743.>
e			<41.>
f			4,012.
g			<55,313.>
h			<125,504.>
i			
j			
k			
l			
m			
n			
o			

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	950,272.
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

12/01/2009 - 11/30/2010

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	2,435.90	0.00	2,435.90
2		Network Solution	5/14/2002	M / HY	5.0000	9,646.24	100 0000		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	2,320.05	0.00	2,320.05
4		Pentium III Comp	1/5/2000	M / HY	5.0000	2,893.60	100 0000		0.00	2,893.60	0.00	2,893.60
5		Fireproof File Cab	3/6/2000	M / HY	7.0000	2,614.06	100 0000		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	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	2,082.78	0.00	2,082.78
8		Computer-Alston	10/2/2000	M / HY	5.0000	1,361.25	100 0000		0.00	1,361.25	0.00	1,361.25
9		Network Technol	6/13/2002	M / HY	5.0000	4,281.25	100 0000		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	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	3,800.35	0.00	3,800.35
12		Macbook Pro	1/21/2009	M / HY	5.0000	2,199.95	100 0000		0.00	1,319.97	351.99	1,671.96
Subtotal: Other Depr #1 - Other Depreciation						37,980.84		0.00	0.00	37,100.86	351.99	37,452.85
Less dispositions and exchanges:						0.00		0.00	0.00	0.00	0.00	0.00
Net for: Other Depr #1 - Other Depreciation						37,980.84		0.00	0.00	37,100.86	351.99	37,452.85
Subtotal:												
Less dispositions and exchanges:						0.00		0.00	0.00	0.00	0.00	0.00
Grand Totals:						37,980.84		0.00	0.00	37,100.86	351.99	37,452.85

2010 WFFG Schedule of Contributions

2/1/2011

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Aiken Preparatory School</u>			
Aiken Preparatory School Aiken SC	\$10,000.00	9/24/2010	Third Generation
Aiken Preparatory School Aiken SC	\$125,000.00	6/15/2010	MNW Fund
Aiken Preparatory School Aiken SC	\$15,000.00	9/24/2010	Third Generation
Total Aiken Preparatory School (3 items)	\$150,000.00		
<u>All Saints Episcopal Church</u>			
All Saints Episcopal Church Thomasville Georgia	\$25,000.00	6/1/2010	MNW Perpetual Giving Fund
Total All Saints Episcopal Church (1 item)	\$25,000.00		
<u>America's Second Harvest of South Georgia, Inc</u>			
America's Second Harvest of South Georgia, Inc Valdosta GA	\$35,000 00	10/15/2010	Foundation

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Total America's Second Harvest of South Georgia, Inc (1 item)</i>	\$35,000.00		
<u>Archbold Foundation</u>			
Archbold Foundation Thomasville Georgia	\$5,000.00	1/13/2010	DWP FUND
<i>Total Archbold Foundation (1 item)</i>	\$5,000.00		
<u>Atlanta Botanical Gardens</u>			
Atlanta Botanical Gardens Atlanta Georgia	\$500.00	6/1/2010	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	\$115,000.00	10/15/2010	MNW Fund
<i>Total Bishop Hall Charter School (1 item)</i>	\$115,000.00		
<u>Boys & Girls Club of Valdosta</u>			
Boys & Girls Club of Valdosta Valdosta GA	\$21,000.00	4/28/2010	Foundation
<i>Total Boys & Girls Club of Valdosta (1 item)</i>	\$21,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Boys' Latin School</u>			
Boys' Latin School Baltimore Maryland	\$200,000.00	12/7/2009	MNW Fund
Boys' Latin School Baltimore Maryland	\$1,000.00	9/24/2010	Third Generation
<i>Total Boys' Latin School (2 items)</i>			
<u>Brookwood School</u>			
Brookwood School Thomasville Georgia	\$200,000.00	11/15/2010	MNW Fund
Brookwood School Thomasville Georgia	\$5,000.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total Brookwood School (2 items)</i>			
<u>Care USA</u>			
Care USA Atlanta, Georgia	\$10,000.00	1/15/2010	MNW Fund
<i>Total Care USA (1 item)</i>			

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>City of Thomasville</u>			
City of Thomasville Thomasville Georgia	\$150,000.00	12/7/2009	MINW Fund
<i>Total City of Thomasville (1 item)</i>	\$150,000.00		
<u>Civil War Presersvation Trust</u>			
Civil War Presersvation Trust Washington D.C.	\$1,000.00	1/21/2010	DWP FUND
<i>Total Civil War Presersvation Trust (1 item)</i>	\$1,000.00		
<u>Community Foundation of South Georgia, Inc.</u>			
Community Foundation of South Georgia, Inc. Thomasville GA	\$40,000.00	12/7/2009	Employee Incentive Fund
Community Foundation of South Georgia, Inc. Thomasville GA	\$40,000.00	12/7/2009	Board Matching
Community Foundation of South Georgia, Inc. Thomasville GA	\$50,000.00	11/16/2010	Foundation

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
Community Foundation of South Georgia, Inc. Thomasville GA	\$12,000.00	2/10/2010	Board Matching
Community Foundation of South Georgia, Inc. Thomasville GA	\$125,000.00	11/16/2010	MNW Fund
Community Foundation of South Georgia, Inc. Thomasville GA	\$40,000.00	10/25/2010	Board Matching
Community Foundation of South Georgia, Inc. Thomasville GA	\$5,000.00	12/31/2009	DWP FUND
<i>Total Community Foundation of South Georgia, Inc. (7 items)</i>	\$312,000.00		
<u>Community Support Foundation, Inc.</u>			
Community Support Foundation, Inc. Thomasville GA	\$24,000.00	4/28/2010	Foundation
<i>Total Community Support Foundation, Inc (1 item)</i>	\$24,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Congressional Sportsmen's Foundation</u>			
Congressional Sportsmen's Foundation Washington DC	\$10,000.00	10/15/2010	Foundation
<i>Total Congressional Sportsmen's Foundation (1 item)</i>			
	\$10,000.00		
<u>Department of Natural Resources</u>			
Department of Natural Resources Atlanta Georgia	\$10,000.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total Department of Natural Resources (1 item)</i>			
	\$10,000.00		
<u>Ducks Unlimited, Inc.</u>			
Ducks Unlimited, Inc. Memphis TN	\$10,000.00	6/1/2010	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	6/1/2010	MNW Perpetual Giving Fund
<i>Total Duke University (1 item)</i>			
	\$500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Emory University School of Medicine</u>			
Emory University School of Medicine Atlanta Georgia	\$10,000.00	12/18/2009	DWP FUND
Emory University School of Medicine Atlanta Georgia	\$20,000.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total Emory University School of Medicine (2 items)</i>	\$30,000.00		
<u>Enable USA</u>			
Enable USA Atlanta GA	\$7,000.00	1/13/2010	DWP FUND
<i>Total Enable USA (1 item)</i>	\$7,000.00		
<u>Fellowship of Christian Athletes</u>			
Fellowship of Christian Athletes Thomasville Georgia	\$5,000.00	4/28/2010	Foundation
<i>Total Fellowship of Christian Athletes (1 item)</i>	\$5,000.00		
<u>Garrison Forest School</u>			
Garrison Forest School Owings Mills Maryland	\$1,000.00	9/24/2010	Third Generation
<i>Total Garrison Forest School (1 item)</i>	\$1,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Georgia Council on Economic Education</u>			
Georgia Council on Economic Education Atlanta Georgia	\$10,000.00	10/15/2010	Foundation
<i>Total Georgia Council on Economic Education (1 item)</i>	\$10,000.00		
<u>Georgia Historical Society</u>			
Georgia Historical Society Savannah, Georgia	\$5,000.00	10/15/2010	Foundation
Georgia Historical Society Savannah, Georgia	\$5,000.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total Georgia Historical Society (2 items)</i>	\$10,000.00		
<u>Georgia Research Alliance</u>			
Georgia Research Alliance Atlanta GA	\$25,000.00	10/15/2010	Foundation
<i>Total Georgia Research Alliance (1 item)</i>	\$25,000.00		

Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
<u>Georgia Trust for Historic Preservation</u>			
Georgia Trust for Historic Preservation Atlanta Georgia	\$10,000.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total Georgia Trust for Historic Preservation (1 item)</i>	\$10,000.00		
<u>Goal Line Ministries</u>			
Goal Line Ministries Thomasville GA	\$8,000.00	10/15/2010	Foundation
<i>Total Goal Line Ministries (1 item)</i>	\$8,000.00		
<u>Gulf Speciman Marine Laboratory</u>			
Gulf Speciman Marine Laboratory Panacea FL	\$40,000.00	4/28/2010	Foundation
<i>Total Gulf Speciman Marine Laboratory (1 item)</i>	\$40,000.00		
<u>Gwinnett Medical Services Foundation</u>			
Gwinnett Medical Services Foundation Lawrenceville GA	\$5,000.00	11/15/2010	Third Generation
<i>Total Gwinnett Medical Services Foundation (1 item)</i>	\$5,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Halcyon Home</u>			
Halcyon Home Thomasville Georgia	\$15,000.00	10/15/2010	Foundation
<i>Total Halcyon Home (1 item)</i>	\$15,000.00		
<u>Hands and Hearts for Horses</u>			
Hands and Hearts for Horses Thomasville GA	\$10,000.00	1/15/2010	Foundation
<i>Total Hands and Hearts for Horses (1 item)</i>	\$10,000.00		
<u>Hands on Thomas County</u>			
Hands on Thomas County Thomasville Georgia	\$10,000.00	4/28/2010	Foundation
Hands on Thomas County Thomasville Georgia	\$1,000.00	11/29/2010	Employee Incentive Fund
Hands on Thomas County Thomasville Georgia	\$5,000.00	2/1/2010	DWP FUND
<i>Total Hands on Thomas County (3 items)</i>	\$16,000.00		

Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
<u>Joshua's Promise</u>			
Joshua's Promise	\$20,000.00	4/28/2010	Foundation
Meigs			
GA			
<i>Total Joshua's Promise (1 item)</i>	\$20,000.00		
<u>Miss Kitty Feline Sanctuary, Inc.</u>			
Miss Kitty Feline Sanctuary, Inc.	\$5,000.00	10/15/2010	Foundation
Thomasville			
GA			
<i>Total Miss Kitty Feline Sanctuary, Inc (1 item)</i>	\$5,000.00		
<u>National Gallery of Art</u>			
National Gallery of Art	\$1,000.00	6/1/2010	MNW Perpetual Giving Fund
Landover			
MD			
<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.	\$500.00	6/1/2010	MNW Perpetual Giving Fund
Savannah			
Georgia			
<i>Total National Society of Colonial Dames of Ga. (1 item)</i>	\$500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>National Trust for Historic Preservation</u>			
National Trust for Historic Preservation Washington D.C.	\$10,000.00	6/1/2010	MNW Perpetual Giving Fund
National Trust for Historic Preservation Washington D.C.	\$5,000.00	12/30/2009	DWP FUND
<i>Total National Trust for Historic Preservation (2 items)</i>	\$15,000.00		
<u>New Life Apostolic Church of Watkinsville, GA Inc.</u>			
New Life Apostolic Church of Watkinsville, GA Inc. Watkinsville GA	\$5,000.00	9/24/2010	Third Generation
<i>Total New Life Apostolic Church of Watkinsville, GA Inc. (1 item)</i>	\$5,000.00		
<u>One Heartbeat, Inc</u>			
One Heartbeat, Inc GA	\$1,000.00	11/29/2010	Employee Incentive Fund
<i>Total One Heartbeat, Inc (1 item)</i>	\$1,000.00		
<u>Planned Parenthood of Georgia</u>			
Planned Parenthood of Georgia Atlanta Georgia	\$500.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total Planned Parenthood of Georgia</i>	\$500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>(1 item)</i>			
<u>Safe Haven</u>			
Safe Haven Thomasville Georgia	\$20,000.00	10/15/2010	Foundation
Safe Haven Thomasville Georgia	\$1,000.00	11/29/2010	Employee Incentive Fund
<i>Total Safe Haven (2 items)</i>	\$21,000.00		
<u>Seminole Boosters</u>			
Seminole Boosters Tallahassee Florida	\$2,500.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total Seminole Boosters (1 item)</i>	\$2,500.00		
<u>South Georgia Ballet</u>			
South Georgia Ballet Cairo GA	\$20,000.00	4/28/2010	Foundation
<i>Total South Georgia Ballet (1 item)</i>	\$20,000.00		
<u>Southeastern Council on Foundations, Inc.</u>			
Southeastern Council on Foundations, Inc. Atlanta Georgia	\$6,000.00	1/21/2010	Foundation
<i>Total Southeastern Council on</i>	\$6,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Foundations, Inc (1 item)</i>			
<u>Southern Architectural Foundation, Inc.</u>			
Southern Architectural Foundation, Inc. Atlanta Georgia	\$500.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total Southern Architectural Foundation, Inc. (1 item)</i>	\$500.00		
<u>Suwannee River Area Council Boy Scouts</u>			
Suwannee River Area Council Boy Scouts Tallahassee Florida	\$5,000.00	6/1/2010	MNW 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	\$60,000.00	4/28/2010	MNW Fund
Tall Timbers Tallahassee Florida	\$5,000.00	1/21/2010	DWP FUND
<i>Total Tall Timbers (2 items)</i>	\$65,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>The Concord Coalition</u>			
The Concord Coalition Arlington Virginia	\$500.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total The Concord Coalition (1 item)</i>	\$500.00		
<u>The Forward Arts Foundation</u>			
The Forward Arts Foundation Atlanta Georgia	\$8,000.00	6/1/2010	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	6/1/2010	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	\$300,000.00	11/15/2010	MNW Fund
The Greater Atlanta Christian School Norcross GA	\$10,000.00	9/24/2010	Third Generation
<i>Total The Greater Atlanta Christian</i>	\$310,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>School (2 items)</i>			
<u>The Lawson Neel MedBank</u>			
The Lawson Neel MedBank Thomasville Georgia	\$13,000.00	10/15/2010	Foundation
<i>Total The Lawson Neel MedBank (1 item)</i>	\$13,000.00		
<u>The M.N.W. Boys & Girls Clubs of Thomasville</u>			
The M.N.W. Boys & Girls Clubs of Thomasville Thomasville Georgia	\$25,000.00	4/28/2010	Foundation
The M.N.W. Boys & Girls Clubs of Thomasville Thomasville Georgia	\$235,000.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total The M N W. Boys & Girls Clubs of Thomasville (2 items)</i>	\$260,000.00		
<u>The Nature Conservancy in Georgia</u>			
The Nature Conservancy in Georgia Atlanta Georgia	\$1,500.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total The Nature Conservancy in Georgia (1 item)</i>	\$1,500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>The Salvation Army</u>			
The Salvation Army Thomasville Georgia	\$2,500.00	12/18/2009	DWP FUND
The Salvation Army Thomasville Georgia	\$50,000.00	4/28/2010	Foundation
<i>Total The Salvation Army (2 items)</i>			
	\$52,500.00		
<u>The Sport of Giving</u>			
The Sport of Giving Suwanee GA	\$1,000.00	3/26/2010	Third Generation
<i>Total The Sport of Giving (1 item)</i>			
	\$1,000.00		
<u>Thomas County CASA, Inc.</u>			
Thomas County CASA, Inc. Thomasville GA	\$15,000.00	4/28/2010	Foundation
<i>Total Thomas County CASA, Inc. (1 item)</i>			
	\$15,000.00		
<u>Thomas County Historical Society</u>			
Thomas County Historical Society Thomasville Georgia	\$5,000.00	6/1/2010	MNW Perpetual Giving Fund

Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
Thomas County Historical Society Thomasville Georgia	\$35,000.00	4/28/2010	Foundation
<i>Total Thomas County Historical Society (2 items)</i>	\$40,000.00		
<u>Thomas University</u>			
Thomas University Thomasville Georgia	\$100,000.00	4/28/2010	MNW Fund
<i>Total Thomas University (1 item)</i>	\$100,000.00		
<u>Thomasville Antiques Show Foundation</u>			
Thomasville Antiques Show Foundation Thomasville Georgia	\$10,000.00	1/15/2010	MNW Perpetual Giving Fund
<i>Total Thomasville Antiques Show Foundation (1 item)</i>	\$10,000.00		
<u>Thomasville Community Resource Center</u>			
Thomasville Community Resource Center Thomasville Georgia	\$20,000.00	4/28/2010	Foundation
<i>Total Thomasville Community Resource Center (1 item)</i>	\$20,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Thomasville Cultural Center</u>			
Thomasville Cultural Center Thomasville Georgia	\$50,000.00	4/28/2010	Foundation
Thomasville Cultural Center Thomasville Georgia	\$2,500.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total Thomasville Cultural Center (2 items)</i>	\$52,500.00		
<u>Thomasville First Baptist Church</u>			
Thomasville First Baptist Church Thomasville Georgia	\$5,000.00	12/18/2009	DWP FUND
<i>Total Thomasville First Baptist Church (1 item)</i>	\$5,000.00		
<u>Thomasville Genealogical Library</u>			
Thomasville Genealogical Library Thomasville Georgia	\$10,000.00	1/13/2010	DWP FUND
Thomasville Genealogical Library Thomasville Georgia	\$1,000.00	11/29/2010	Employee Incentive Fund
Thomasville Genealogical Library Thomasville Georgia	\$1,000.00	6/1/2010	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Total Thomasville Genealogical Library (3 items)</i>	\$12,000.00		
<u>Thomasville High School</u>			
Thomasville High School Thomasville GA	\$1,100.00	7/12/2010	Foundation
<i>Total Thomasville High School (1 item)</i>	\$1,100.00		
<u>Thomasville Landmarks, Inc.</u>			
Thomasville Landmarks, Inc. Thomasville Georgia	\$2,000.00	6/1/2010	MNW Perpetual Giving Fund
Thomasville Landmarks, Inc. Thomasville Georgia	\$15,000.00	4/28/2010	Foundation
<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	\$7,500.00	10/28/2010	Foundation
Thomasville Music & Drama Troupe, Inc. Thomasville Georgia	\$5,000.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total Thomasville Music & Drama Troupe, Inc (2 items)</i>	\$12,500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Thomasville Thomas County Habitat for Humanity</u>			
Thomasville Thomas County Habitat for Humanity Thomasville Georgia	\$8,600.00	9/29/2010	Foundation
Thomasville Thomas County Habitat for Humanity Thomasville Georgia	\$50,000.00	4/28/2010	Foundation
<i>Total Thomasville Thomas County Habitat for Humanity (2 items)</i>	\$58,600.00		
<u>Thomasville YMCA</u>			
Thomasville YMCA Thomasville Georgia	\$1,000.00	11/29/2010	Employee Incentive Fund
Thomasville YMCA Thomasville Georgia	\$5,000.00	6/1/2010	MNW Perpetual Giving 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	6/1/2010	MNW Perpetual Giving Fund
<i>Total Thomasville-Thomas County Humane Society (1 item)</i>	\$1,000.00		

Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
<u>U.S. Department of State</u>			
U.S. Department of State Washington D.C.	\$5,000.00	6/1/2010	MNW Perpetual Giving Fund
<i>Total U S Department of State (1 item)</i>	\$5,000.00		
<u>Vashti Center</u>			
Vashti Center Thomasville Georgia	\$35,000.00	10/15/2010	Foundation
<i>Total Vashti Center (1 item)</i>	\$35,000.00		
<u>Washington & Lee University</u>			
Washington & Lee University Lexington VA	\$25,000.00	11/16/2010	Third Generation
<i>Total Washington & Lee University (1 item)</i>	\$25,000.00		
<u>Young Life</u>			
Young Life Sugar Hill GA	\$1,000.00	11/19/2010	Third Generation
<i>Total Young Life (1 item)</i>	\$1,000.00		
Grand Totals	\$2,708,700.00		

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK INTEREST	3,469.
INTEREST INCOME - SAVINGS	11,849.
INTEREST INCOME - SECURITIES	22,201.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	37,519.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE STOCKS	549,802.	0.	549,802.
OTHER PORTFOLIO INCOME/K-1	1,357.	0.	1,357.
TOTAL TO FM 990-PF, PART I, LN 4	551,159.	0.	551,159.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	572.	572.	
PARTNERSHIP LOSS	<157.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	415.	572.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,839.	8,879.		2,960.
TO FORM 990-PF, PG 1, LN 16B	11,839.	8,879.		2,960.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER TAXES	101.	0.		101.
PAYROLL TAXES	8,417.	0.		8,417.
TO FORM 990-PF, PG 1, LN 18	8,518.	0.		8,518.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	210,901.	210,901.		0.
BANK CHARGES	318.	0.		318.
HEALTH INSURANCE	46,589.	0.		46,589.
LIFE INSURANCE	96.	0.		0.
NON-DEDUCTIBLE EXPENSE/K-1	6.	0.		0.
EQUIP RENTAL & MAINTENANCE	2,983.	0.		2,983.
BOOKS & SUBSCRIPTIONS	994.	0.		994.
DUES & REGISTRATION	45.	0.		30.
POSTAGE & MAILING	351.	0.		351.
TELEPHONE	3,313.	0.		3,313.
TRAINING & TRAVEL	615.	0.		615.
MEETING EXPENSE	6,951.	0.		6,951.
OFFICE EXPENSE	239.	0.		239.
TO FORM 990-PF, PG 1, LN 23	273,401.	210,901.		62,383.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS			30,651,913.	30,651,913.
TOTAL TO FORM 990-PF, PART II, LINE 10B			30,651,913.	30,651,913.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	6,878,381.	6,878,381.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,878,381.	6,878,381.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	14,965,240.	14,965,240.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,965,240.	14,965,240.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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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	37,981.	37,981.	37,981.
ACCUMULATED DEPRECIATION	<37,101.>	<37,453.>	<37,453.>
TO FORM 990-PF, PART II, LINE 15	880.	528.	528.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

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/DIRECTOR 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.	19,663.	0.
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.

WILLIAMS, FAMILY FOUNDATION OF GEORGIA, I

58-1414850

JOSEPH NEEL WILLIAMS DIRECTOR
2863 DILLON RD 0.00
THOMASVILLE, GA 31757

0. 0. 0.

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

80,000. 19,663. 0.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIAMS FAMILY FOUNDATION OF GEORGIA, INC.
607 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