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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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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) | Room/suite
PO BOX 6100

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)* ▶$ 62,060,485

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)	335,427			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	44,276	44,276		
	4	Dividends and interest from securities	1,520,475	1,520,475		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	246,669			
	b	Gross sales price for all assets on line 6a 907,800				
	7	Capital gain net income (from Part IV, line 2)		246,669		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,146,847	1,811,420		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	33,154	0		33,154
	14	Other employee salaries and wages	16,560	0		16,560
	15	Pension plans, employee benefits	7,650	0		7,650
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,652	4,326		4,326
	c	Other professional fees (attach schedule)	45,733	22,867		22,866
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	5,059	438		3,803
	19	Depreciation (attach schedule) and depletion	249	0		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	6,222	0		6,222
	24	**Total operating and administrative expenses.** Add lines 13 through 23	123,279	27,631		94,581
	25	Contributions, gifts, grants paid	2,728,800			2,728,800
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,852,079	27,631		2,823,381
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-705,232			
	b	**Net investment income** (if negative, enter -0-)		1,783,789		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	19,802	2,810	2,810
	2	Savings and temporary cash investments	4,894,814	3,028,272	3,028,272
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	44,281,010	52,116,363	52,116,363
	c	Investments—corporate bonds (attach schedule)	595,596	807,432	807,432
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,955,666	6,104,675	6,104,675
	14	Land, buildings, and equipment basis ▶ 5,617			
		Less accumulated depreciation (attach schedule) ▶ 4,684	1,182	933	933
	15	Other assets (describe ▶)	294	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	54,748,364	62,060,485	62,060,485
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total 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.**			
	24	Unrestricted	54,748,364	62,060,485	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	54,748,364	62,060,485	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	54,748,364	62,060,485	

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	54,748,364
2	Enter amount from Part I, line 27a	2	-705,232
3	Other increases not included in line 2 (itemize) ▶	3	8,017,425
4	Add lines 1, 2, and 3	4	62,060,557
5	Decreases not included in line 2 (itemize) ▶	5	72
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	62,060,485

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	246,669
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))
2009	2,624,422	52,493,020	0 049996
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

2	**Total** of line 1, column (d)	2	0 247542
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 049508
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	57,628,153
5	Multiply line 4 by line 3	5	2,853,055
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,838
7	Add lines 5 and 6	7	2,870,893
8	Enter qualifying distributions from Part XII, line 4	8	2,823,381

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 VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt 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)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	35,676
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	35,676
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	35,676
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12,751		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	33,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	45,751
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	398
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	9,677
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 9,677	**Refunded** ▶		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?	1a		No
b	Did 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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter 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			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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*	8b	Yes	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did 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)*

			Yes	No
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?	13	Yes	

Website address ▶N/A

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 |

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ **Yes** ☑ **No**			
	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 2010 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 2010.)*	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 2010?	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)?	**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? ☐ **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**		No
	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?	**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 676 LIVE OAK LANE MONTICELLO, FL 31626	VICE-PRESIDENT 0 00	0	0	0
TALIAFERRO F CROZER 2970 FOXGLOVE ROAD WILSON, WY 83014	TREASURER 0 00	0	0	0
MAURY FLOWERS SHIELDS 210 EL BRILLO WAY PALM BEACH, FL 33480	PRESIDENT 0 00	0	0	0
KAYE REYNOLDS PO BOX 6100 THOMASVILLE, GA 31757	SECRETARY 40 00	33,154	4,911	0

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 24 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	53,471,121
b	Average of monthly cash balances	1b	5,034,618
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	58,505,739
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	58,505,739
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	877,586
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,628,153
6	**Minimum investment return.** Enter 5% of line 5	6	2,881,408

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	2,881,408
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 35,676		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	35,676
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,845,732
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,845,732
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	2,845,732

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	2,823,381
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	2,823,381
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,823,381

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,845,732
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			13,565	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,823,381				
a Applied to 2009, but not more than line 2a			13,565	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				2,809,816
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				35,916
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)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006. . . .				
b Excess from 2007. . . .				
c Excess from 2008. . . .				
d Excess from 2009. . . .				
e Excess from 2010. . . .				

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 2010, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				2,728,800
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	44,276	
4 Dividends and interest from securities			14	1,520,475	
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	246,669	
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		1,811,420	0

13 Total. Add line 12, columns (b), (d), and (e) **13** 1,811,420

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2011-06-17 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	FRANK MERCER			
Firm's name	LANIGAN & ASSOCIATES P C		Firm's EIN	
Firm's address	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

2010

Name of organization
WILLIAM HOWARD FLOWERS JR FOUNDATION INC

Employer identification number
58-1399036

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 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 lin 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)

Name of organization
WILLIAM HOWARD FLOWERS JR FOUNDATION INC

Employer identification number
58-1399036

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	$ 174,525	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	MCFADDEN CHARITABLE LEAD TRUST PO BOX 6100 THOMASVILLE, GA 317586100	$ 65,031	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	PARKER CHARITABLE LEAD TRUST PO BOX 6100 THOMASVILLE, GA 317586100	$ 95,871	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

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

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

(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

(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

(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

TY 2010 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	8,652	4,326		4,326

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

TY 2010 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	3,445	SL	5 000000000000	0	0		
BUSINESS WORKS GOLD UPDATE	2004-03-30	928	928	SL	3 000000000000	0	0		
09' DELL COMPUTERS (2)	2009-10-01	1,244	62	SL	5 000000000000	249	0		

TY 2010 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 ELECTRIC 100,000 SHS 4/15/23	99,290	99,290
GENERAL ELECTRIC 100,000 12/15/12	105,618	105,618
TECO FINANCE 200,000 11/1/17	0	0
TESORO CORP. DUE 11/01/15 - 200,000	202,500	202,500
MORGAN STANLEY DUE 8/31/25 - 200,000	200,974	200,974
CIT GROUP INC DUE 5/01/17 - 200,000	199,050	199,050

TY 2010 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	43,569,362	43,569,362
SARA LEE 20,000 SHS	350,200	350,200
SENSIENT TECHNOLOGIES 15,000 SHS	550,950	550,950
BRISTOL MYERS SQUIBB CO. 10,000 SHS	264,800	264,800
EMERSON ELECTRIC 15,000 SHS	857,550	857,550
AT & T 15,000 SHARES	440,700	440,700
DEL MONTE FOODS 30,000 SHARES	0	0
TRAVELERS COS 10,000 SHARES	557,100	557,100
SNAP-ON, INC. 20,000 SHARES	1,131,600	1,131,600
THOMASVILLE BANCSHARES 2,000 SHARES	38,000	38,000
LUBRIZOL CORP 15,000 SHS	1,603,200	1,603,200
TOOTSIE ROLL 11,591 SHS	335,791	335,791
LABRANCHE & CO 25,000 SHS	0	0
SCHLUMBERGER LTD 10,000 SHS	835,000	835,000
TOTAL SYSTEMS 1,500 SHS	23,070	23,070
BECTON DICKINSON 7,000	591,640	591,640
CENOVUS ENERGY INC 15,000	498,600	498,600
SNYDERS-LANCE INC 20,000	468,800	468,800

TY 2010 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
CAPITAL MANAGEMENT INVESTMENT TRUST SMALL CAP FUND	FMV	3,178,822	3,178,822
CAPITAL MANAGEMENT INVESTMENT TRUST MID CAP FUND	FMV	2,925,853	2,925,853

TY 2010 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	311	933	0

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TY 2010 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	294	0	0

TY 2010 Other Decreases Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Amount
SMALL EMPLOYER HEALTH INSURANCE CREDIT	72

TY 2010 Other Expenses Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	81	0		81
OFFICE EXPENSES	6,213	0		6,213
SMALL EMPLOYER HEALTH INSURANCE CREDIT	-72	0		-72

TY 2010 Other Increases Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Amount
UNREALIZED GAIN	7,971,042
DIFFERENCE IN BOOK/TAX GAIN ON SALE OF INVESTMENTS	46,383

TY 2010 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	45,733	22,867		22,866

TY 2010 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	818	0		0
PAYROLL TAXES	3,803	0		3,803
FOREIGN TAX	438	438		0

Additional Data

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	LABRANCHE 25,000 SHS	P	2006-11-15	2010-11-09
B	DEL MONTE FOODS 20,000 SHS	P	2003-01-22	2010-12-01
C	DEL MONTE FOODS 10,000 SHS	P	2003-03-25	2010-12-01
D	TECO FINANCE	P	2008-12-16	2010-10-13
E	TOOTSIE ROLL IND INC -CASH IN LIEU	P	2010-04-08	2010-04-08
F	CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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	77,929		250,112	-172,183
B	373,387		174,821	198,566
C	186,694		77,938	108,756
D	232,649		158,260	74,389
E	17			17
F	37,124			37,124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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				-172,183
B				198,566
C				108,756
D				74,389
E				17
F				37,124

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE, FL 32314	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ADVOCATES FOR ANIMALS 201 WINDINGWOOD LANE THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
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	58,000
ANGEL TREE PO BOX 1550 MERRIFIELD, VA 22116	N/A	PUBLIC CHARITY	OPERATING EXPENSES	170,000
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 LAURA LEE AVE TALLAHASSE, FL 32315	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
BOY'S AND GIRLS CLUB OF BROOKS CO PO BOX 682 VALDOSTA, GA 31603	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
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	DEFRAY OPERATING EXPENSES	520,000
Total . . . . ▶ **3a**				2,728,800

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CAMP ARROW PO BOX 647 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
CAMP MERRIE-WOODE 100 MERRIE-WOODE RD SAPPHIRE,NC 28774	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
CAMP SUNSHINE 1850 CLAIRMONT ROAD DECATUR,GA 30033	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
CAMPUS CRUSADE FOR CHRIST - JESUS FILM PROJECT PO BOX 628222 ORLANDO,FL 32862	N/A	CHURCH	OPERATING EXPENSES	25,000
CASHIERS -GLENVILLE VOLUNTEER FIRE DEPT P 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 FOUNDATION 114 4TH STREET SE CHARLOTTESVILLE,VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	2,500
CIVIL WAR PRESERVATION TRUST 1331 H STREET NW SUITE 1001 WASHINGTON,DC 20005	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
CONGRESSIONAL SPORTSMEN'S FOUNDATION - FLORIDA STATE RESOURCE FUND 110 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 CHARITY	OPERATING EXPENSES	10,000
DELTA SOCIETY 875 124TH AVENUE NE SUITE 101 BELLEVUE,WA 98005	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
DOWNTOWN THOMASVILLE FACADE RESTORATION PO BOX 1540 THOMASVILLE,GA 31799	N/A	POLICITAL SUB OF ST	OPERATING EXPENSES	30,000
EBENEZER METHODIST CHURCH 7040 TWELVE MILE POST ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
EQUESTRIAN LAND CONSERVATION RESOURCE P O BOX 423 ELIZABETH,IL 61028	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
EVERGREEN CONGREGATIONAL UNITED CHURCH OF CHRIST PO BOX 1611 THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	2,500
Total . . . . ▶ **3a**				2,728,800

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

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a *Paid during the year*				
FAVOR CHRISTIAN ACADEMY PO BOX 1096 THOMASVILLE, GA 31799	N/A	EDUCATIONAL INST	OPERATING EXPENSES	25,000
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEEDS RD KANSAS CITY, MO 64129	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
FLORIDA WILDLIFE FEDERATION 2545 BLAIRSTONE PINES DR TALLAHASSEE, FL 32301	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
FOCUS ON THE FAMILY 8655 EXPLORER DRIVE COLORADO SPRINGS, CO 80995	N/A	PUBLIC CHARITY	OPERATING EXPENSES	35,000
G-CAPP 100 AUBURN AVENUE SUITE 200 ATLANTA, GA 30303	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
GEORGIA METH PROJECT 3625 CUMBERLAND BOULEVARD ATLANTA, GA 30339	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
GERALDINE CM LIVINGSTON FOUNDATION 1583 LIVINGSTON ROAD GREENVILLE, FL 32331	N/A	FOUNDATION	OPERATING EXPENSES	1,000
GIRL SCOUTS OF SOUTHWEST GEORGIA 515 PINE AVENUE ALBANY, GA 31701	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
GLENVILLE-CASHIERS RESCUE SQUAD INC P O BOX 919 CASHIERS, NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION 40 EAST 52ND ST 15TH FLOOR NEW YORK, NY 10022	N/A	FOUNDATION	OPERATING EXPENSES	20,000
HALCYON HOME INC PO BOX 1838 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
HANDS & HEARTS FOR HORSES 3828 LOWER CAIRO RD THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
HANDS ON THOMAS COUNTY PO BOX 252 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
HEALTHWAYS INC PARENT CHILD HOME PROG 3841 GREEN HILLS VILLAGE DR NASHVILLE, TN 37215	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
HIGHLANDSCASHIERS HOSPITAL FOUND PO BOX 742 HIGHLANDS, NC 28741	N/A	FOUNDATION	OPERATING EXPENSES	5,000
Total . . . . ▶ 3a				2,728,800

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HOOVED ANIMAL HUMANE SOCIETY 10804 MCCONNELL ROAD WOODSTOCK, IL 60098	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
HOOVED ANIMAL RESCUE 10804 MCCONNELL ROAD WOODSTOCK, IL 60098	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
HOSPICE OF SOUTHWEST GEORGIA - ARCHBOLD FOUNDATION INC 818 GORDON AVE THOMASVILLE, GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	20,000
JACKSON - MACON CONSERVATION ALLIANCE 348 SOUTH FIFTH STREET HIGHLANDS, NC 28741	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	1,000
JEFFERSON COUNTY HUMANE SOCIETY PO BOX 559 MONTICELLO, FL 32345	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	45,000
LAND TRUST ALLIANCE 1600 L STREET NW SUITE 1100 WASHINGTON, DC 20036	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	10,000
LASSAC MISSIONARY METHODIST CHURCH 1683 PARRAMORE FISHPOND ROAD BOSTON, GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
LAWSON NEEL MEDBANK INC PO BOX 5756 THOMASVILLE, GA 31758	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
LEWIS HALL SINGLETARY ONCOLOGY CENTER - ARCHBOLD FOUND INC 910 SOUTH BROAD STREET THOMASVILLE, GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	100,000
MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
MADEIRA SCHOOL 8328 GEORGETOWN PIKE MCLEAN, VA 22102	N/A	EDUCATIONAL INST	OPERATING EXPENSES	21,000
MASTER FOX HOUND ASSOCIATION EDUCATIONAL FOUNDATION PO 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
MISS KITTY FELINE SANCTURAY INC PO BOX 22 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
MONTICELLO OPERA HOUSE INC ENDOWMENT FUND PO BOX 518 MONTICELLO, FL 32345	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
Total . . . . ▶ **3a**				2,728,800

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MOUNT OLIVE PB CHURCH 819 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
MT MORIAH MISSIONARY BAPTIST CHURCH 3212 PARRAMORE FISHPOND ROAD BOSTON, GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
NATIONAL SPORTING LIBRARY PO BOX 1335 MIDDLEBURG, VA 20118	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
NEPENTHIC SOCIETY INC 167 HOME PARK FARM ROAD THOMASVILLE, GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	21,000
NEW JERUSALEM CHURCH OF GOD IN UNITY PO BOX 653 BOSTON, GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
NEW OAK GROVE MB CHURCH 3333 REICHERTVILLE ROAD BOSTON, GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
OLIVE BAPTIST CHURCH 6063 BOSTON HWY MONTICELLO, FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
PHILADELPHIA MISSIONARY BAPTIST CHURCH 555 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	140,000
RED HILLS HORSE TRIALS INC PO BOX 14869 TALLAHASSEE, FL 32317	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
REFUGE HOUSE INC PO BOX 20910 TALLAHASSEE, FL 32316	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
REICHERTVILLE VOLUNTEER FIRE DEPARTMENT 3485 REICHERTVILLE ROAD BOSTON, GA 31626	N/A	PUBLIC CHARITY	OPERATING EXPENSES	6,500
SAINT MARY OF THE ANGELS CATHOLIC SCHOOL 991 S DORA ST UKIAH, CA 95482	N/A	EDUCATIONAL INST	OPERATING EXPENSES	21,000
SALVATION ARMY PO BOX 66 THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total . . . . ▶ **3a**				2,728,800

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SHEPHERD SPINAL CLINIC 2020 PEACHTREE RD NW ATLANTA, GA 30309	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
SOUTH GEORGIA PERFORMING ARTS 135 N BROAD ST THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
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 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	20,000
THE MAILBOX CLUB INC 404 EAGER ROAD VALDOSTA, GA 31602	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THE OPEN DOOR ADOPTION AGENCY P O BOX 4 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
Total . . . . ▶ **3a**				2,728,800

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a *Paid during the year*				
THE UNITED STATES PONY CLUBS INC 4041 IRON WORKS PARKWAY LEXINGTON,KY 40511	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THEODORE ROOSEVELT CONSERVATION 555 11TH ST NW 6TH FLOOR WASHINGTON,DC 20004	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THOMAS COUNTY 4-H PO BOX 49 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,800
THOMAS COUNTY CASA PO BOX 1034 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
THOMAS COUNTY FOOD BANK PO BOX 2422 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMAS COUNTY HISTORICAL SOCIETY PO BOX 1922 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
THOMAS JEFFERSON MEMORIAL FOUNDATION PO BOX 316 CHARLOTTESVILLE,VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THOMAS UNIVERSITY 1501 MILLPOND ROAD THOMASVILLE,GA 31792	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
THOMAS-GRADY ARC PO BOX 994 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THOMASVILLE ANTIQUES SHOW FOUNDATION INC PO BOX 1633 THOMASVILLE,GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THOMASVILLE BOYS AND GIRLS CLUB PO BOX 3026 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
THOMASVILLE COMMUNITY RESOURCE CENTER PO BOX 1897 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	45,000
THOMASVILLE CULTURAL CENTER INC PO BOX 2177 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	11,000
THOMASVILLE LANDMARKS PO BOX 1285 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	40,000
THOMASVILLE MUSIC & DRAMA TROUPE INC PO BOX 284 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
Total . . . . ▶ **3a**				2,728,800

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THOMASVILLE-THOMAS COUNTY HABITAT FOR HUMANITY INC 4131 GA HWY 122 THOMASVILLE, GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
THOMASVILLE-THOMAS COUNTY HUMANE SOCIETY 180 BIG STAR DR THOMASVILLE, GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
US SPORTMEN'S ALLIANCE FOUNDATION 801 KINGSMILL PARKWAY OLUMBUS, OH 43229	N/A	FOUNDATION	OPERATING EXPENSES	45,000
UNIVERSITY OF FLORIDA FOUNDATION INC PO BOX 14425 GAINESVILLE, FL 32604	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
UNIVERSITY OF VIRGINIA PO BOX 400807 CHARLOTTESVILLE, VA 22904	N/A	EDUCATIONAL INST	OPERATING EXPENSES	197,500
VASHTI CENTER 1815 EAST CLAY STREET THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
VETERANS ADMINISTRATION OF THOMAS COUNTY 1484 15TH AVE NW CAIRO, GA 31728	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
VISION OF HOPE MISSIONARY BAPTIST CHURCH 6415 12 MILE POST ROAD BOSTON, GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
WESTMORELAND DAVIS MEMORIAL FOUNDATION INC PO BOX 6228 LEESBURG, VA 20178	N/A	FOUNDATION	OPERATING EXPENSES	1,000
WILDLIFE FOUNDATION OF FLORIDA INC PO BOX 11010 TALLAHASSEE, FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	20,000
YMCA - BUTLER-MASON 1304 REMINGTON AVE THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
YMCA - CLAY STREET 416 W CLAY ST THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
YMCA - DAWSON STREET CENTER PO BOX 1037 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total . . . . ▶ **3a**				2,728,800