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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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)
PO BOX 6100

Room/suite

B Telephone number (see page 10 of the instructions)
(229) 225-5454

City or town, state, and ZIP code
THOMASVILLE, GA 317586100

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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 ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 63,706,769

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)	375,008			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	55,124	55,124		
	4 Dividends and interest from securities.	1,655,450	1,655,450		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,825,613			
	b Gross sales price for all assets on line 6a 2,279,353				
	7 Capital gain net income (from Part IV, line 2)		1,825,613		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	3,911,195	3,536,187		
	13 Compensation of officers, directors, trustees, etc	33,827	0		33,827
	14 Other employee salaries and wages	16,913	0		16,913
	15 Pension plans, employee benefits	8,007	0		8,007
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	11,021	5,511		5,510
	c Other professional fees (attach schedule)	49,275	24,638		24,637
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	65,143	2,258		3,882
	19 Depreciation (attach schedule) and depletion	249	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	7,533	0		7,533
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	191,968	32,407		100,309
	25 Contributions, gifts, grants paid	3,023,000			3,023,000
	26 Total expenses and disbursements. Add lines 24 and 25	3,214,968	32,407		3,123,309
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	696,227			
	b Net investment income (if negative, enter -0-)		3,503,780		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,810	7,396	7,396
	2	Savings and temporary cash investments	3,028,272	2,510,035	2,510,035
	3	Accounts receivable ▶ <u>40,000</u>			
		Less allowance for doubtful accounts ▶ _____		40,000	40,000
	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)	52,116,363	54,194,915	54,194,915
	c	Investments—corporate bonds (attach schedule).	807,432	791,905	791,905
	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,104,675	6,161,834	6,161,834
	14	Land, buildings, and equipment basis ▶ <u>5,617</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>4,933</u>	933	684	684
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	62,060,485	63,706,769	63,706,769
	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	62,060,485	63,706,769	
	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)	62,060,485	63,706,769	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	62,060,485	63,706,769	

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	62,060,485
2	Enter amount from Part I, line 27a	2	696,227
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,099,517
4	Add lines 1, 2, and 3	4	64,856,229
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,149,460
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	63,706,769

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	LUBRIZOL CORP 15000 SHS	P	2004-03-22	2011-04-05
b	FLOWERS FOODS, INC CASH IN LIEU	P	2011-06-27	2011-06-24
c	TOOTSIE ROLL IND INC CASH IN LIEU	P	2011-04-07	2011-04-07
d	CAPITAL GAINS DIVIDENDS	P		
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 2,006,890		453,740	1,553,150
b 11			11
c 21			21
d 272,431			272,431
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,553,150
b			11
c			21
d			272,431
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	1,825,613
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))
2010	2,823,381	57,628,153	0 048993
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

2 Total of line 1, column (d).	2	0 246299
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 049260
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	66,183,486
5 Multiply line 4 by line 3.	5	3,260,199
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	35,038
7 Add lines 5 and 6.	7	3,295,237
8 Enter qualifying distributions from Part XII, line 4.	8	3,123,309

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

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	70,076
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	70,076
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	70,076
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	35,680	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	53,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	88,680
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	626
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	17,978
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 17,978	Refunded	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		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)?			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 2011 or the taxable year beginning in 2011 (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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MARLENE PEEPLES Telephone no (229) 225-5454 Located at PO BOX 6100 THOMASVILLE GA ZIP+4 31792			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year.			
16	At any time during calendar year 2011, 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?	15		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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?			
b	If "Yes," did it have excess business holdings in 2011 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 2011.).	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 2011?	4b		No

Part VII-B

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		☐ Yes	☐ No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAPHNE F WOOD	PRESIDENT	0	0	0
676 LIVE OAK LANE MONTICELLO,FL 31626	0 00			
TALIAFERRO F CROZER	VICE-PRESIDENT	0	0	0
2970 FOXGLOVE ROAD WILSON,WY 83014	0 00			
MAURY FLOWERS SHIELDS	TREASURER	0	0	0
210 EL BRILLO WAY PALM BEACH,FL 33480	0 00			
KAYE REYNOLDS	SECRETARY	33,827	5,201	0
PO BOX 6100 THOMASVILLE,GA 31757	40 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

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

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

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	62,766,177
b	Average of monthly cash balances.	1b	4,425,179
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	67,191,356
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	67,191,356
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	1,007,870
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	66,183,486
6	Minimum investment return. Enter 5% of line 5.	6	3,309,174

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	3,309,174
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	70,076
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	70,076
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,239,098
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,239,098
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	3,239,098

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	3,123,309
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	3,123,309
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	3,123,309
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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,239,098
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			35,916	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 3,123,309				
a Applied to 2010, but not more than line 2a			35,916	
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 2011 distributable amount.				3,087,393
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				151,705
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

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 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

MAURY FLOWERS SHIELDS

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,023,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	55,124	
4 Dividends and interest from securities.			14	1,655,450	
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	1,825,613	
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		3,536,187	0
13 Total. Add line 12, columns (b), (d), and (e).			13		3,536,187

[illegible]

Part XVII

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b	If "Yes," complete the following schedule			
(a)	Name of organization	(b)	Type of organization	(c) Description of relationship

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			
	*****		2012-07-10	*****
	Signature of officer or trustee		Date	Title
	Preparer's Signature  FRANK MERCER		Date	Check if self-employed ☒ PTIN P00105178
Paid Preparer's Use Only	Firm's name  LANIGAN & ASSOCIATES P C		Firm's EIN  58-1304721	
	Firm's address  314 GORDON AVENUE THOMASVILLE, GA 31792		Phone no (229) 226-8320	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

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

2011

Name of organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule—

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	MAURY TICE FLOWERS CHARITABLE LEAD 125-C NORTH BROAD STREET SUITE 311 THOMASVILLE, GA 31752 	\$ <u>196,401</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	MCFADDEN CHARITABLE LEAD TRUST PO BOX 6100 THOMASVILLE, GA 317586100 	\$ <u>106,101</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>3</u>	PARKER CHARITABLE LEAD TRUST PO BOX 6100 THOMASVILLE, GA 317586100 	\$ <u>72,506</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	

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

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

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

Use duplicate copies of Part III if additional space is needed

(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

TY 2011 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	11,021	5,511		5,510

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

TY 2011 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 0000000000000	0	0		
BUSINESS WORKS GOLD UPDATE	2004-03-30	928	928	SL	3 0000000000000	0	0		
09' DELL COMPUTERS (2)	2009-10-01	1,244	311	SL	5 0000000000000	249	0		

**TY 2011 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	100,074	100,074
GENERAL ELECTRIC 100,000 12/15/12	103,067	103,067
TESORO CORP. DUE 11/01/15 - 200,000	204,476	204,476
MORGAN STANLEY DUE 8/31/25 - 200,000	183,878	183,878
CIT GROUP INC DUE 5/01/17 - 200,000	200,410	200,410

**TY 2011 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. - 2,428,615 SHARES	46,095,113	46,095,113
SARA LEE 20,000 SHS	378,400	378,400
SENSIENT TECHNOLOGIES 15,000 SHS	568,500	568,500
BRISTOL MYERS SQUIBB CO. 10,000 SHS	352,400	352,400
EMERSON ELECTRIC 15,000 SHS	698,850	698,850
AT & T 15,000 SHARES	453,600	453,600
TRAVELERS COS 10,000 SHARES	591,700	591,700
SNAP-ON, INC. 20,000 SHARES	1,012,400	1,012,400
THOMASVILLE BANCSHARES 2,000 SHARES	40,400	40,400
LUBRIZOL CORP 15,000 SHS	0	0
TOOTSIE ROLL 11,938 SHS	282,572	282,572
SCHLUMBERGER LTD 10,000 SHS	683,100	683,100
TOTAL SYSTEMS 1,500 SHS	29,340	29,340
BECTON DICKINSON 7,000	523,040	523,040
CENOVUS ENERGY INC 15,000	498,000	498,000
SNYDERS-LANCE INC 30,000	675,000	675,000
STEPAN CO 10,000 SHS	801,600	801,600
FORTUNE BRANDS 30,000 SHS	510,900	510,900

TY 2011 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	3,373,995	3,373,995
CAPITAL MANAGEMENT INVESTMENT TRUST MID CAP FUND	FMV	2,787,839	2,787,839

TY 2011 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	560	684	

TY 2011 Other Decreases Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Amount
DIFFERENCE IN BOOK/TAX GAIN ON SALE OF INVESTMENTS	1,149,460

TY 2011 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	0	0		0
OFFICE EXPENSES	7,533	0		7,533

TY 2011 Other Increases Schedule**Name:** WILLIAM HOWARD FLOWERS JR FOUNDATION INC**EIN:** 58-1399036

Description	Amount
UNREALIZED GAIN	2,099,445
HEALTH INSURANCE CREDIT 2010	72

TY 2011 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	49,275	24,638		24,637

TY 2011 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	59,003	0		0
PAYROLL TAXES	3,882	0		3,882
FOREIGN TAX	2,258	2,258		0

Additional Data

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

Form 990PF - Special Condition Description:

Special Condition Description

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
1000 FRIENDS OF FLORIDAPO BOX 5948 TALLAHASSEE,FL 32314	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ADVOCATES FOR ANIMALS201 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	68,000
ALZHEIMER'S ASSOCIATION OF SOUTHWEST GEORGIA220 PARK AVE THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ANGEL TREEP O BOX 1550 MERRIFIELD,VA 22116	N/A	PUBLIC CHARITY	OPERATING EXPENSES	190,000
AUCILLA CHRISTIAN SCHOOL 7803 AUCILLA MONTICELLO,FL 32344	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
BISHOP HALL1819 EAST CLAY STREET THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	29,000
BLUEGRASS CONSERVANCY DUDLEY SQUARE380 SOUTH MILL STREET SUITE 205 LEXINGTON,KY 40508	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
BOONE AND CROCKET250 STATION DRIVE MISSOULA,MT 59801	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
BOSTON CARNEGIE LIBRARYPO BOX 310 BOSTON,GA 31626	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
BOY'S AND GIRLS CLUB OF BROOKS COPO BOX 682 VALDOSTA,GA 31603	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,000
BOYS CLUB OF NEW YORK287 EAST 10TH STREET NEW YORK,NY 10009	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
BROOKWOOD SCHOOL301 CARDINAL RIDGE ROAD THOMASVILLE,GA 31792	N/A	EDUCATIONAL INST	DEFRAY OPERATING EXPENSES	540,000
CAMP ARROWPO BOX 647 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
CAMP MERRIE-WOODE100 MERRIE-WOODE RD SAPPHIRE,NC 28774	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
CAMP SUNSHINE1850 CLAIRMONT ROAD DECATUR,GA 30033	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
CAMPUS CRUSADE FOR CHRIST - JESUS FILM PROJECTPO BOX 628222 ORLANDO,FL 32862	N/A	CHURCH	OPERATING EXPENSES	25,000
CAMPUS CRUSADE100 LAKE HART DRIVE 3600 ORLANDO,FL 32832	N/A	CHURCH	OPERATING EXPENSES	50,000
CASA KIDS PROGRAMP O BOX 1034 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
CASHIERS -GLENVILLE VOLUNTEER FIRE DEPTP O BOX 1978 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
CASHIERS AREA HUMANE SOCIETYP O BOX 638 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
CHARLOTTESVILLE AREA COMMUNITY FOUNDATION114 4TH STREET SE CHARLOTTESVILLE,VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	2,500
CHURCH OF JESUS CHRIST OF LATTER DAY SAINTS127 PHEASANT RIDGE THOMASVILLE,GA 31792	N/A	CHURCH	OPERATING EXPENSES	8,000
CIVIL WAR PRESERVATION TRUST1331 H STREET NW SUITE 1001 WASHINGTON,DC 20005	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
CONGRESSIONAL SPORTSMEN'S FOUNDATION - FLORIDA STATE RESOURCE FUND110 NORTH CAROLINE AVE SE WASHINGTON,DC 20003	N/A	FOUNDATION	OPERATING EXPENSES	5,000
COUNTRYSIDE ALLIANCE USA INCP O BOX 363 MILLWOOD,VA 22646	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
DANCING CLOUD RESCUEP O BOX 6 OCHLOCKNEE,GA 31773	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
DAWSON STREET BAPTIST CHURCH1025 N DAWSON STREET THOMASVILLE,GA 31792	N/A	CHURCH	OPERATING EXPENSES	8,000
DOWNTOWN THOMASVILLE FACADE RESTORATIONPO BOX 1540 THOMASVILLE,GA 31799	N/A	POLICITAL SUB OF ST	OPERATING EXPENSES	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EBENEZER BAPTIST CHURCH28 CAMPBELL ROAD LAMONT,FL 32336	N/A	CHURCH	OPERATING EXPENSES	500
EBENEZER METHODIST CHURCH7040 TWELVE MILE POST ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
ELIZABETH MISSIONARY BAPTIST CHURCH669 GROOVER ROAD MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
EQUESTRIAN LAND CONSERVATION RESOURCEP O BOX 423 ELIZABETH,IL 61028	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
EVERGREEN CONGREGATIONAL UNITED CHURCH OF CHRISTPO BOX 1611 THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	2,500
FAVOR CHRISTIAN ACADEMYPO BOX 1096 THOMASVILLE,GA 31799	N/A	EDUCATIONAL INST	OPERATING EXPENSES	25,000
FELLOWSHIP OF CHRISTIAN ATHLETES8701 LEEDS RD KANSAS CITY,MO 64129	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
FIRST UNITED METHODIST CHURCHPO BOX 1652 THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	1,000
FLORIDA WILDLIFE FEDERATION2545 BLAIRSTONE PINES DR TALLAHASSEE,FL 32301	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
FOCUS ON THE FAMILY8655 EXPLORER DRIVE COLORADO SPRINGS,CO 80995	N/A	PUBLIC CHARITY	OPERATING EXPENSES	35,000
G-CAPP100 AUBURN AVENUE SUITE 200 ATLANTA,GA 30303	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
GERALDINE CM LIVINGSTON FOUNDATION1583 LIVINGSTON ROAD GREENVILLE,FL 32331	N/A	FOUNDATION	OPERATING EXPENSES	1,000
GLASGOW AME CHURCH1279 PARRAMORE FISH POND RD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
GLENVILLE-CASHIERS RESCUE SQUAD INCP O BOX 919 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION40 EAST 52ND ST 15TH FLOOR NEW YORK,NY 10022	N/A	FOUNDATION	OPERATING EXPENSES	25,000
HALCYON HOME INCPO BOX 1838 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
HANDS & HEARTS FOR HORSES3828 LOWER CAIRO RD THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
HANDS ON THOMAS COUNTYPO BOX 252 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
HIGHLANDSCASHIERS HOSPITAL FOUNDPO BOX 742 HIGHLANDS,NC 28741	N/A	FOUNDATION	OPERATING EXPENSES	5,000
HOOVED ANIMAL HUMANE SOCIETY10804 MCCONNELL ROAD WOODSTOCK,IL 60098	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
HOOVED ANIMAL RESCUE10804 MCCONNELL ROAD WOODSTOCK,IL 60098	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
HOSPICE OF SOUTHWEST GEORGIA - ARCHBOLD FOUNDATION INC818 GORDON AVE THOMASVILLE,GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	25,000
JACKSON - MACON CONSERVATION ALLIANCE348 SOUTH FIFTH STREET HIGHLANDS,NC 28741	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	1,000
JEFFERSON COUNTY HUMANE SOCIETYPO BOX 559 MONTICELLO,FL 32345	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	45,000
LAND TRUST ALLIANCE1600 L STREET NW SUITE 1100 WASHINGTON,DC 20036	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	10,000
LASSAC MISSIONARY METHODIST CHURCH1683 PARRAMORE FISHPOND ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
LAWSON NEEL MEDBANK INCPO BOX 5756 THOMASVILLE,GA 31758	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
LEWIS HALL SINGLETARY ONCOLOGY CENTER - ARCHBOLD FOUND INC910 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	66,285
MADEIRA SCHOOL8328 GEORGETOWN PIKE MCLEAN,VA 22102	N/A	EDUCATIONAL INST	OPERATING EXPENSES	11,000

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a <i>Paid during the year</i>				
MASTER FOX HOUND ASSOCIATION EDUCATIONAL FOUNDATIONPO BOX 363 MILLWOOD,VA 22646	N/A	FOUNDATION	OPERATING EXPENSES	40,000
MISS KITTY FELINE SANCTURAY INCPO BOX 22 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
MONTICELLO OPERA HOUSE INC ENDOWMENT FUNDPO BOX 518 MONTICELLO,FL 32345	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
MOUNT OLIVE PB CHURCH819 FLETCHER STREET THOMASVILLE,GA 31792	N/A	CHURCH	OPERATING EXPENSES	1,000
MOUNT PLEASANT AME CHURCH 125 GROOVER ROAD MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
MT MORIAH MISSIONARY BAPTIST CHURCH3212 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 INC167 HOME PARK FARM ROAD THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	21,000
NEW ENGLAND FORESTRY FOUNDATIONPO BOX 1346 LITTLETON,MA 01460	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
NEW JERUSALEM CHURCH OF GOD IN UNITYPO 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
OCHLOCKNEE COMMUNITY CIVIC CLUBPO BOX 500 OCHLOCKNEE,GA 31773	N/A	PUBLIC CHARITY	OPERATING EXPENSES	4,000
OLIVE BAPTIST CHURCH6063 BOSTON HWY MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
OPERATION SECOND CHANCEPO BOX 461 CLARKSBURG,MD 20871	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
PHILADELPHIA MISSIONARY BAPTIST CHURCH555 FULFORD ROAD MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
PRISON FELLOWSHIP MINISTRIESPO BOX 1550 MERRIFIELD,VA 22116	N/A	PUBLIC CHARITY	OPERATING EXPENSES	140,000
RED HILLS HORSE TRIALS INC POBOX 14869 TALLAHASSEE,FL 32317	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
REFUGE HOUSE INCPO BOX 20910 TALLAHASSEE,FL 32316	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
REICHERTVILLE VOLUNTEER FIRE DEPARTMENT3485 REICHERTVILLE ROAD BOSTON,GA 31626	N/A	PUBLIC CHARITY	OPERATING EXPENSES	6,500
SAINT MARY OF THE ANGELS CATHOLIC SCHOOL991 S DORA ST UKIAH,CA 95482	N/A	EDUCATIONAL INST	OPERATING EXPENSES	22,000
SALVATION ARMYPO BOX 66 THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
SECOND HARVEST OF SOUTH GEORGIA INC14121 HARBIN CIRCLE VALDOSTA,GA 31601	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
SHEPHERD SPINAL CLINIC2020 PEACHTREE RD NW ATLANTA,GA 30309	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
SOUTH GEORGIA PERFORMING ARTS135 N BROAD ST THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
SOUTHEASTERN GUIDE DOGS INC4210 77TH ST E PALMETTO,FL 34221	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
SOUTHEASTERN LEGAL FOUNDATION3340 PEACHTREE RD NE SUITE 2515 ATLANTA,GA 30326	N/A	FOUNDATION	OPERATING EXPENSES	100,000
SOUTHWEST GEORGIA TECHNICAL COLLEGE FOUNDATION15689 US 19 N THOMASVILLE,GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	25,000
TALL TIMBERS RESEARCH13093 HENRY BEADEL DRIVE TALLAHASSEE,FL 32312	N/A	PUBLIC CHARITY	OPERATING EXPENSES	117,000
TALLAHASSEE MUSEUM3945 MUSEUM DRIVE TALLAHASSEE,FL 32310	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THE ANIMAL ADOPTION CENTER PO BOX 8532 JACKSON,WY 83002	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000

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THE CONSERVATION FUNDPO BOX 1362 TUCKER,GA 30085	N/A	FOUNDATION	OPERATING EXPENSES	2,500
THE FOUNDATION FOR THE PEOPLE OF BURMA225 BUSH STREET SUITE 590 SAN FRANCISCO,CA 94104	N/A	FOUNDATION	OPERATING EXPENSES	1,000
THE FUTURE OF HUNTING IN FLORIDA INCPO BOX 10949 TALLAHASSEE,FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THE GEORGE WASHINGTON FOUNDATION1201 WASHINGTON AVE FREDERICKSBURG,VA 22401	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THE HERITAGE FOUNDATION214 MASSACHUSETTES AVE NE WASHINGTON,DC 20002	N/A	FOUNDATION	OPERATING EXPENSES	25,000
THE MAILBOX CLUB INC404 EAGER ROAD VALDOSTA,GA 31602	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THE OPEN DOOR ADOPTION AGENCYPO BOX 4 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THE UNITED STATES PONY CLUBS INC4041 IRON WORKS PARKWAY LEXINGTON,KY 40511	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THEODORE ROOSEVELT CONSERVATION555 11TH ST NW 6TH FLOOR WASHINGTON,DC 20004	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THOMAS COUNTY 4-HPO BOX 49 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THOMAS COUNTY FOOD BANKPO BOX 2422 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMAS COUNTY HISTORICAL SOCIETYPO BOX 1922 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
THOMAS JEFFERSON MEMORIAL FOUNDATIONPO BOX 316 CHARLOTTESVILLE,VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THOMAS UNIVERSITY1501 MILLPOND ROAD THOMASVILLE,GA 31792	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
THOMAS-GRADY ARCPO BOX 994 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THOMASVILLE ANTIQUES SHOW FOUNDATION INCPO BOX 1633 THOMASVILLE,GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	12,500
THOMASVILLE BOYS AND GIRLS CLUBPO BOX 3026 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	34,000
THOMASVILLE CENTER FOR THE ARTSPO BOX 2177 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	26,000
THOMASVILLE COMMUNITY RESOURCE CENTERPO BOX 1897 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	45,000
THOMASVILLE GEANEALOGICAL CENTERPO BOX 1597 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	500
THOMASVILLE LANDMARKSPO BOX 1285 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	40,000
THOMASVILLE MUSIC & DRAMA TROUPE INCPO BOX 284 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMASVILLE POLICE DEPARTMENT921 SMITH AVENUE THOMASVILLE,GA 31792	N/A	POLICITAL SUB OF ST	OPERATING EXPENSES	16,500
THOMASVILLE-THOMAS COUNTY HABITAT FOR HUMANITY INC 4131 GA HWY 122 THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
THOMASVILLE-THOMAS COUNTY HUMANE SOCIETY180 BIG STAR DR THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	35,000
US SPORTMEN'S ALLIANCE FOUNDATION801 KINGSMILL PARKWAY OLUMBUS,OH 43229	N/A	FOUNDATION	OPERATING EXPENSES	45,000
UNIVERSITY OF FLORIDA FOUNDATION INCPO BOX 14425 GAINESVILLE,FL 32604	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
UNIVERSITY OF VIRGINIAPO BOX 400807 CHARLOTTESVILLE,VA 22904	N/A	EDUCATIONAL INST	OPERATING EXPENSES	204,715
VASHTI CENTER1815 EAST CLAY STREET THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
VETERANS ADMINISTRATION OF THOMAS COUNTY1484 15TH AVE NW CAIRO,GA 31728	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000

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VISION OF HOPE MISSIONARY BAPTIST CHURCH6415 12 MILE POST ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
WILDLIFE FOUNDATION OF FLORIDA INCPO BOX 11010 TALLAHASSEE,FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	120,000
YMCA - BUTLER-MASON1304 REMINGTON AVE THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
YMCA - CLAY STREET416 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
YOUNG LIFEPO BOX 1216 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total  3a				3,023,000