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**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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE BOWER FOUNDATION		A Employer identification number 64-0540635
Number and street (or P O box number if mail is not delivered to street address) 578 HIGHLAND COLONY PARKWAY	Room/suite	B Telephone number 601-607-3163
City or town, state, and ZIP code RIDGELAND, MS 39157		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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 ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 77,780,069. (Part I, column (d) must be on cash basis)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,769,543.	1,769,543.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,896,602.			
	b Gross sales price for all assets on line 6a 10,686,318.				
	7 Capital gain net income (from Part IV, line 2)		1,896,602.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	3,666,145.	3,666,145.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	213,155.	3,261.		209,894.
	14 Other employee salaries and wages	123,115.	109,905.		13,210.
	15 Pension plans, employee benefits	43,425.	14,614.		28,811.
	16a Legal fees STMT 2	40,817.	28,617.		12,200.
	b Accounting fees STMT 3	22,895.	16,052.		6,843.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	83,683.	71,713.		11,970.
	19 Depreciation and depletion	6,802.	6,802.		
	20 Occupancy	40,536.	13,642.		26,894.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	245,555.	119,458.		126,097.
	24 Total operating and administrative expenses Add lines 13 through 23	819,983.	384,064.		435,919.
	25 Contributions, gifts, grants paid	4,196,505.			3,345,946.
26 Total expenses and disbursements Add lines 24 and 25	5,016,488.	384,064.		3,781,865.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,350,343.>				
b Net investment income (if negative, enter -0-)		3,282,081.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	741,593.	591,904.	591,904.
	2 Savings and temporary cash investments	530,057.	252,631.	252,631.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	21,670.	21,947.	21,947.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	81,554,346.	76,822,066.	76,822,066.
	14 Land, buildings, and equipment basis ▶ STMT 7 147,722.			
	Less accumulated depreciation STMT 8 ▶ 137,416.	10,215.	10,306.	10,306.
	15 Other assets (describe ▶ STATEMENT 9)	86,302.	81,215.	81,215.
	16 Total assets (to be completed by all filers)	82,944,183.	77,780,069.	77,780,069.
	17 Accounts payable and accrued expenses	181,984.	62,361.	
	18 Grants payable	4,601,214.	5,461,587.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	4,783,198.	5,523,948.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	78,160,985.	72,256,121.	
	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	78,160,985.	72,256,121.	
	31 Total liabilities and net assets/fund balances	82,944,183.	77,780,069.	

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	78,160,985.
2 Enter amount from Part I, line 27a	2	<1,350,343.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	76,810,642.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	4,554,521.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	72,256,121.

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 SCHEDULE ATTACHED	P		07/01/11
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 10,686,318.		8,789,716.	1,896,602.
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			1,896,602.
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	1,896,602.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,250,915.	74,814,042.	.043453
2009	3,639,994.	64,193,156.	.056704
2008	5,063,105.	81,153,357.	.062389
2007	4,647,832.	95,912,054.	.048459
2006	3,953,168.	87,803,384.	.045023

2 Total of line 1, column (d)	2	.256028
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	.051206
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	82,876,754.
5 Multiply line 4 by line 3	5	4,243,787.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,821.
7 Add lines 5 and 6	7	4,276,608.
8 Enter qualifying distributions from Part XII, line 4	8	3,781,865.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	65,642.
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	65,642.
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	65,642.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	67,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	67,500.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	2.	
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	1,856.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 1,856. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.BOWERFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>JOHN STURDIVANT</u> Telephone no. ► <u>601-607-3163</u> Located at ► <u>578 HIGHLAND COLONY PARKWAY, RIDGELAND, MS</u> ZIP+4 ► <u>39157</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? 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 X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 ► _____, _____, _____	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
☒

5b

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

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

☐ Yes ☒ No

7b

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

N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		305,849.	10,476.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN STURDIVANT P.O. BOX 548, RAYMOND, MS 39154	CFO 40.00	123,115.	6,015.	0.

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. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	83,654,982.
b	Average of monthly cash balances	1b	483,855.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	84,138,837.
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	84,138,837.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,262,083.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	82,876,754.
6	Minimum investment return. Enter 5% of line 5	6	4,143,838.

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

1	Minimum investment return from Part X, line 6	1	4,143,838.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	65,642.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	65,642.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,078,196.
4	Recoveries of amounts treated as qualifying distributions	4	9,814.
5	Add lines 3 and 4	5	4,088,010.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,088,010.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,781,865.
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	3,781,865.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,781,865.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,088,010.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			3,612,398.	
b Total for prior years:		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: ▶ \$ 3,781,865.				
a Applied to 2010, but not more than line 2a			3,612,398.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				169,467.
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 instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				3,918,543.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	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 instructions and Part VII-A, question 9)
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N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities.

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

- 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				
CENTER FOR MISSISSIPPI HEALTH POLICY 120 N. CONGRESS ST. JACKSON, MS 39201	RELATED	TAX EXEMPT	FUNDING GRANT FOR CENTER FOR MS HEALTH POLICY	4,562.
CENTER FOR MISSISSIPPI HEALTH POLICY 120 N. CONGRESS ST. JACKSON, MS 39296	RELATED	TAX EXEMPT	FUNDING GRANT FOR CENTER FOR MS HEALTH POLICY	700,000.
DIRECT GRANT EXPENSES - VARIOUS VARIOUS JACKSON, MS	NOT RELATED	TAX EXEMPT	EXPENSES RELATED TO DIRECT GRANTS	353,916.
MHA HEALTH, RESEARCH/EDUCATION FOUNDATION P.O. BOX 16444 JACKSON, MS 39236	NOT RELATED	TAX EXEMPT	FOR STUDENT NURSE MENTORSHIP PROGRAM	23,910.
MISSISSIPPI DEPARTMENT OF EDUCATION P.O. BOX 771 JACKSON, MS 39205	NOT RELATED	TAX EXEMPT	HEALTH IS ACADEMIC: BOWER SCH HLTH NETWORK	119,568.
Total	SEE CONTINUATION SHEET(S)			3a 3,345,946.
b Approved for future payment				
CENTER FOR MISSISSIPPI HEALTH POLICY 120 N. CONGRESS ST. JACKSON, MS 39201	RELATED	TAX EXEMPT	STATEWIDE EVALUATIONS OF CHILDHOOD OBESITY PREVENTIO	140,000.
CENTER FOR MISSISSIPPI HEALTH POLICY 120 N. CONGRESS ST. JACKSON, MS 39201	RELATED	TAX EXEMPT	FUNDING GRANT FOR CENTER FOR MISSISSIPPI HEALTH POLICY	1,625,229.
MHA HEALTH, RESEARCH/EDUCATION FOUNDATION P.O. BOX 16444 JACKSON, MS 39236	NOT RELATED	TAX EXEMPT	STUDENT NURSE MENTORSHIP PROGRAM	47,820.
Total	SEE CONTINUATION SHEET(S)			3b 5,461,588.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MISSISSIPPI DEPARTMENT OF EDUCATION P.O. BOX 771 JACKSON, MS 39205	NOT RELATED	TAX EXEMPT	COORDINATED SCHOOL HEALTH 2010	100,000.
MISSISSIPPI MUSEUM OF NATURAL SCIENCE 2148 RIVERSIDE DRIVE JACKSON, MS 39202-1353	NOT RELATED	TAX EXEMPT	EARLY CHILDHOOD OUTDOOR PLAYSCAPES	137,000.
MISSISSIPPI KIDNEY FOUNDATION 3000 OLD CANTON ROAD JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	FUNDING GRANT FOR PATIENT SERVICES DIRECTOR	110,000.
MISSISSIPPI STATE DEPARTMENT OF HEALTH 570 EAST WOODROW WILSON DRIVE JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	FUNDING GRANT FOR OFFICE OF SPECIAL ASSISTANT TO STA	335,000.
MISSISSIPPI STATE DEPARTMENT OF HEALTH 570 EAST WOODROW WILSON DRIVE JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	FUNDING GRANT FOR WATER FLUORIDATION	119,240.
MISSISSIPPI STATE UNIVERSITY FOUNDATION P.O. BOX 5287 103 RESEARCH PARK MISSISSIPPI STATE, MS 39762-5287	NOT RELATED	TAX EXEMPT	MATCHING GRANT FOR MS KIDS COUNT CHALLENGE	5,000.
MISSISSIPPI PUBLIC HEALTH ASSOCIATION P.O. BOX 4834 JACKSON, MS 39296	NOT RELATED	TAX EXEMPT	ADVOCACY, INFRASTRUCTURE AND MEMBERSHIP DEVELOPMENT	50,000.
MISSISSIPPI STATE DEPARTMENT OF HEALTH 570 EAST WOODROW WILSON DRIVE JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	HOSPITAL DISCHARGE DATA SYSTEM CAPACITY BUILDING	55,500.
MISSISSIPPI DEPARTMENT OF EDUCATION P.O. BOX 771 JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	NUTRITION INTEGRITY 2011	400,000.
MISSISSIPPI DEPARTMENT OF EDUCATION P.O. BOX 771 JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	SPECIAL PROJECTS DIRECTOR-OFFICE OF CHILD NUTRITION	57,250.
Total from continuation sheets				2,143,990.

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3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
MISSISSIPPI MUSEUM OF NATURAL SCIENCE 2148 RIVERSIDE DRIVE JACKSON, MS 39202-1353	NOT RELATED	TAX EXEMPT	EARLY CHILDHOOD OUTDOOR PLAYSCAPES	10,000.
MISSISSIPPI DEPARTMENT OF EDUCATION P.O. BOX 771 JACKSON, MS 39205	NOT RELATED	TAX EXEMPT	FUNDING GRANT FOR THE OFFICE OF HEALTHY SCHOOLS	100,000.
MISSISSIPPI STATE DEPARTMENT OF HEALTH 570 EAST WOODROW WILSON DRIVE JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	MISSISSIPPI PUBLIC WATER FLUORIDATION PROGRAM PHASE VI	758,923.
MISSISSIPPI STATE DEPARTMENT OF HEALTH 570 EAST WOODROW WILSON DRIVE JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	FUNDING GRANT FOR WATER FLUORIDATION	5,000.
MISSISSIPPI STATE DEPARTMENT OF HEALTH 570 EAST WOODROW WILSON DRIVE JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	HOSPITAL DISCHARGE DATA SYSTEM CAPACITY BUILDING	5,000.
MISSISSIPPI STATE DEPARTMENT OF HEALTH 570 EAST WOODROW WILSON DRIVE JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	MISSISSIPPI HEALTH INFORMATION NETWORK MATCHING CENTER	484,616.
MISSISSIPPI STATE UNIVERSITY FOUNDATION P.O. BOX 5287 103 RESEARCH PARK MISSISSIPPI STATE, MS 39762-5287	NOT RELATED	TAX EXEMPT	MATCHING GRANT FOR MS KIDS COUNT CHALLENGE	5,000.
UNIVERSITY OF MISSISSIPPI MEDICAL CENTER 2500 NORTH STATE STREET JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	CENTER FOR BIOETHICS AND MEDICAL HUMANITIES	2,000,000.
MISSISSIPPI DEPARTMENT OF EDUCATION P.O. BOX 771 JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	NUTRITION INTEGRITY 2012	250,000.
MISSISSIPPI DEPARTMENT OF EDUCATION P.O. BOX 771 JACKSON, MS 39216	NOT RELATED	TAX EXEMPT	HEALTHIER US SCHOOL CHALLENGE TECHNICAL ASSISTANCE	30,000.
Total from continuation sheets				3,648,539.

990-PF

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05-01-11

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	1,769,543.	0.	1,769,543.
TOTAL TO FM 990-PF, PART I, LN 4	1,769,543.	0.	1,769,543.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	40,817.	28,617.		12,200.
TO FM 990-PF, PG 1, LN 16A	40,817.	28,617.		12,200.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	22,895.	16,052.		6,843.
TO FORM 990-PF, PG 1, LN 16B	22,895.	16,052.		6,843.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	18,041.	6,071.		11,970.
EXCISE TAX	65,642.	65,642.		0.
TO FORM 990-PF, PG 1, LN 18	83,683.	71,713.		11,970.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	64,361.	64,361.		0.
CUSTODIAL FEES	4,248.	4,248.		0.
BOARD AND COMMITTEE EXPENSES	120,004.	32,778.		87,226.
INSURANCE	25,944.	7,087.		18,857.
DUES, SUBSCRIPTIONS	7,834.	2,637.		5,197.
TRAVEL	3,772.	1,269.		2,503.
EMPLOYEE MILEAGE	441.	148.		293.
MEALS AND ENTERTAINMENT	2,416.	813.		1,603.
CONFERENCE	1,730.	582.		1,148.
OFFICE EXPENSE	3,211.	1,081.		2,130.
BANK SERVICE CHARGES	831.	831.		0.
TELEPHONE	5,550.	1,868.		3,682.
COMPUTER AND SOFTWARE				
MAINTENANCE	4,397.	1,480.		2,917.
EQUIPMENT REPAIRS AND				
MAINTENANCE	385.	130.		255.
MISCELLANEOUS	306.	103.		203.
BOOKS AND PUBLICATIONS	125.	42.		83.
TO FORM 990-PF, PG 1, LN 23	245,555.	119,458.		126,097.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
UNREALIZED GAINS (LOSSES) ON INVESTMENTS	4,554,521.
TOTAL TO FORM 990-PF, PART III, LINE 5	4,554,521.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN SECURITIES	FMV	76,822,066.	76,822,066.
TOTAL TO FORM 990-PF, PART II, LINE 13		76,822,066.	76,822,066.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT	147,722.	137,416.	10,306.
TOTAL TO FM 990-PF, PART II, LN 14	147,722.	137,416.	10,306.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	86,302.	79,357.	79,357.
EXCISE TAX OVERPAID	0.	1,858.	1,858.
TO FORM 990-PF, PART II, LINE 15	86,302.	81,215.	81,215.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN BOWER, MD 100 LAKE HARBOR POINT BRANDON, MS 39047	BOARD PRESIDENT 1.18	16,417.	0.	0.
ANNE TRAVIS 947 PETRIFIED FOREST ROAD FLORA, MS 39071	CEO/BOARD VICE PRESIDENT 35.96	213,155.	10,476.	0.
JAMES F. DORRIS 223 GREENFIELD PLACE BRANDON, MS 39047	SECRETARY/TREASURER 1.31	12,013.	0.	0.
RALPH DIDLAKE, MD 193 SUNDOWN ROAD MADISON, MS 39110	DIRECTOR 0.92	14,674.	0.	0.
KATHY ELLIS 203 CHARLES COURT SLIDELL, LA 70458	DIRECTOR 0.92	10,162.	0.	0.
ALAN HULL, MD 312 VIRGINIA PLACE FORT WORTH, TX 76107	DIRECTOR 1.07	12,384.	0.	0.
WALTER NEELY, PH.D 102 NORTH MEADOWS PLACE JACKSON, MS 39211	DIRECTOR 1.12	14,000.	0.	0.
DANA SHIRES, M.D 409 BAYSHORE BLVD TAMPA, FL 33606	DIRECTOR 0.57	7,478.	0.	0.
WILLIAM S PAINTER 4268 I-55 NORTH JACKSON, MS 39211	DIRECTOR 1.07	5,566.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		305,849.	10,476.	0.

The Bower Foundation
Realized Gain and Loss Statement
12/31/2011

Description	Date Purchased	Date Sold	Proceeds	Cost	Gain/ (Loss)
Acorn International Fund Avg.	8/4/1998	9/30/2011	127,581.29	103,349.81	24,231.48
Acorn International Fund Avg.	9/1/1998	12/19/2011	225,356.52	186,265.53	39,090.99
Acorn International Fund Avg.	9/1/1998	9/30/2011	7.50	6.08	1.42
Acorn International Fund Avg.	9/1/1998	9/30/2011	372,418.71	301,685.34	70,733.37
Acorn International Fund Avg.	10/1/1998	12/19/2011	618,618.00	511,310.75	107,307.25
Acorn International Fund Avg.	11/2/1998	12/19/2011	7.50	6.21	1.29
Acorn International Fund Avg.	11/2/1998	12/19/2011	156,025.49	128,960.86	27,064.63
Dodge & Cox Income Fund Avg.	9/15/2005	12/19/2011	1,500,000.00	1,426,640.39	73,359.61
FPA Capital Fund	12/17/1997	4/19/2011	984,164.22	703,984.00	280,180.22
FPA Capital Fund	1/7/1998	8/31/2011	83,698.68	66,311.30	17,387.38
FPA Capital Fund	1/7/1998	7/13/2011	3.50	2.51	0.99
FPA Capital Fund	1/7/1998	7/13/2011	999,996.50	722,276.81	277,719.69
FPA Capital Fund	1/7/1998	4/19/2011	3.50	2.51	0.99
FPA Capital Fund	1/7/1998	4/19/2011	15,832.28	11,325.01	4,507.27
FPA Capital Fund	1/29/1998	8/31/2011	295,897.17	234,428.14	61,469.03
FPA Capital Fund	1/29/1998	8/31/2011	46,524.71	36,859.77	9,664.94
FPA Capital Fund	2/2/1998	8/31/2011	73,879.43	58,531.88	15,347.55
Vanguard Total Market II Avg	12/30/2008	7/13/2011	1,000,000.00	652,362.89	347,637.11
Vanguard Total Market II Avg	12/30/2008	5/25/2011	500,000.00	325,012.81	174,987.19
Vanguard Total Market II Avg	12/30/2008	4/18/2011	1,000,000.00	658,716.32	341,283.68
Earnest Partners - Trustmark	99/99/99	99/99/99	1,197,035.56	1,172,245.20	24,790.36
Earnest Partners - US Bank	99/99/99	99/99/99	1,489,267.27	1,489,432.41	(165.14)
			10,686,317.83	8,789,716.53	1,896,601.30