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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

For calendar year 2011 or tax year beginning and ending Name of foundation A Employer identification number 64-0540635 THE BOWER FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 578 HIGHLAND COLONY PARKWAY 601-607-3163 City or town, state, and ZIP code C If exemption application is pending, check here RIDGELAND, MS 39157 Initial return G Check all that apply: Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here X Accrual I Fair market value of all assets at end of year J Accounting method: Cash F If the foundation is in a 60-month termination (from Part II, col. (c), line 16) Other (specify) under section 507(b)(1)(B), check here 77,780,069. (Part I, column (d) must be on cash basis) ▶\$ Analysis of Revenue and Expenses Part I (b) Net investment (a) Revenue and (c) Adjusted net (d) Disbursements (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books income income N/A Contributions, gifts, grants, etc., received Check X If the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 1,769,543. 1,769,543 STATEMENT Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 1,896,602 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 10,686,318. 1,896,602. 7 Capital gain net income (from Part IV, line 2) RECEIVED Net short-term capital gain Income modifications 10a Gross sales less returns and allowances Š MAR 1 2012 b Less Cost of goods sold c Gross profit or (loss) OGDEN 11 Other income 666,145. 3,666,145 12 Total. Add lines 1 through 11 209,894. 13 213,155. 3,261. Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 123,115. 109,905 13,210. 43,425 14,614 28,811. 15 Pension plans, employee benefits Expenses 28,617. STMT 2 40,817. 12,200. 16a Legal fees STMT 3 22,895 16,052. 6,843. **b** Accounting fees c Other professional fees Operating and Administrative 17 Interest STMT 4 83,683. 71.713. 11,970. 18 Taxes 6,802. 6,802 19 Depreciation and depletion 40,536. 13,642. 26,894. 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 245,555 119,458 126,097. STMT 5 23 Other expenses 24 Total operating and administrative 819,983 384,064 435,919. expenses Add lines 13 through 23 4,196,505. 25 Contributions, gifts, grants paid 3,345,946. 26 Total expenses and disbursements 5,016,488. 384,064 3,781,865. Add lines 24 and 25 27 Subtract line 26 from line 12: <1,350,343. 2 Excess of revenue over expenses and disbursements 3,282,081 b Net investment income (if negative, enter -0-) N/A C Adjusted net income (if negative, enter -0-) 123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Par	t II Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	f year
Par	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
7	1 Cash - non-interest-bearing	741,593.	591,904.	591,904.
	2 Savings and temporary cash investments	530,057.	252,631.	252,631.
	Accounts receivable ►	330,037.	232,031.	23270311
- '		1		
	Less: allowance for doubtful accounts			
- 1 '	Pledges receivable ►			
	Less: allowance for doubtful accounts			
;	5 Grants receivable			
- (Receivables due from officers, directors, trustees, and other	İ		
	disqualified persons			
;	7 Other notes and loans receivable			1
	Less: allowance for doubtful accounts ▶			
ပ္သ ၂	Inventories for sale or use			
Assets		21,670.	21,947.	21,947.
8 1	Da Investments - U.S. and state government obligations			
- "	b Investments - corporate stock			
١.	c Investments - corporate bonds		· · · · <u>-</u> · · · · · · · · · · · · · · · · · · ·	
1	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation			
12	,			
13	· · · · · · · · · · · · · · · · · · ·	81,554,346.	76,822,066.	76,822,066 .
14				
	Less accumulated depreciation STMT 8 > 137,416.	10,215.	10,306.	10,306.
15	o Other assets (describe ► STATEMENT 9)	86,302.	81,215.	81,215.
10	Total assets (to be completed by all filers)	82,944,183.	77,780,069.	77,780,069.
17		181,984.	62,361.	1,7,00,000
18		4,601,214.	5,461,587.	
l .		4,001,214.	3,401,307.	
Liabilities 5	F			,s., i
<u>≓</u> 20				i
[편 2				· · · · · · · · · · · · · · · · · · ·
- 22	2 Other liabilities (describe >)			
				+
2	3 Total liabilities (add lines 17 through 22)	4,783,198.	5,523,948.	
	Foundations that follow SFAS 117, check here			í
	and complete lines 24 through 26 and lines 30 and 31.			
8 2	1 Unrestricted	78,160,985.	72,256,121.	
<u>k</u> 2!	- I			
E 20				
Net Assets or Fund Balance	Foundations that do not follow SFAS 117, check here		_	}
Ē	and complete lines 27 through 31.			'
ნ ე.				,
St 2				
95 2				
Ž 29	The state of the s	FO 160 005	50 056 101	
2 30	Total net assets or fund balances	78,160,985.	72,256,121.	
3	1 Total liabilities and net assets/fund balances	82,944,183.	77,780,069.	
Par	t III Analysis of Changes in Net Assets or Fund Ba	alances		
I GI	(III)			
1 To	tal net assets or fund balances at beginning of year - Part II, column (a), line 3	30		
(m	ust agree with end-of-year figure reported on prior year's return)		1	78,160,985.
2 En	ter amount from Part I, line 27a		2	<1,350,343.>
	ner increases not included in line 2 (itemize)		3	0.
	d lines 1, 2, and 3		4	76,810,642.
	creases not included in line 2 (itemize)	SEE STA		4,554,521.
	tal net assets or fund balances at end of year (line 4 minus line 5) - Part II, co		6	72,256,121.
<u>u 10</u>	tal fiet assets of futio datances at end of year fille 4 fillings fille 3) - Part II, CO	mini (n), inie 30		Form 990-PF (2011)
				FUIIII 330-F F (2011)

	BOWER FOUNDATION						6	4-054	0635	Page 3
	d Losses for Tax on In		t Income	/63 L	low ooo	uurad T				
(a) List and describe 2-story brick wareh	the kind(s) of property sold (e.g., louse; or common stock, 200 shs	, real estate, . MLC Co.)			low acq - Purcha - Donat			acquired day, yr.)	(d) Dat (mo., d	
1a SCHEDULE ATTACHE	ED				F	•			07/0	1/11
<u>b</u>										
С										
<u>d</u>				<u> </u>						
<u>e</u>				Ц,		i_				
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale					Sain or (loss s (f) minus		
a 10,686,318.			8,789,71	6.					1,896	,602.
b										
С										
_d										
е										
Complete only for assets showing g								Col. (h) gain		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (1), if any			COI	Losses	not less that (from col. (h))	
a									1,896	,602.
b										
С										
d										
<u>e</u>										
2 Capital gain net income or (net capital	If gain, also enter If (loss), enter -0-	ın Part I, line ın Part I, line	7 7	}	2				1,896	,602.
3 Net short-term capital gain or (loss)	C			_ [
If gain, also enter in Part I, line 8, col		u (0).		ĴΙ						
If (loss), enter -0- in Part I, line 8					3			N/A	r	
Part V Qualification Und	der Section 4940(e) for	Reduced	l Tax on Net	Inv	estme	ent Inc	ome			
(For optional use by domestic private fo	undations subject to the section 4	940(a) tax on	net investment in	come	.)					
If another 4040(d)(0) and has leave the	and blook									
If section 4940(d)(2) applies, leave this	part biank.									
Was the foundation liable for the section	4942 tax on the distributable am	ount of any ye	ear in the base per	iod?					Yes	X No
If "Yes," the foundation does not qualify										
1 Enter the appropriate amount in eac	h column for each year; see instru	ictions before	making any entrie	es.					4.00	
(a) Base period years	(b)		N	(c)				Distrib	(d) oution ratio	
Calendar year (or tax year beginning			Net value of no					(col. (b) div	ided by col.	
2010		0,915.				,042				<u>43453</u>
2009		9,994.				,156	_			<u>56704</u>
2008		3,105.				357				<u>62389</u>
2007		7,832.				,054				48459
2006	3,95	3,168.		87	<u>, 803</u>	,384	•	Т	.0	<u>45023</u>
									•	
2 Total of line 1, column (d)							2		.2	<u>56028</u>
3 Average distribution ratio for the 5-y		n line 2 by 5,	or by the number	of yea	ars					- 1006
the foundation has been in existence	if less than 5 years						3		0	<u>51206</u>
4 Enter the net value of noncharitable-	use assets for 2011 from Part X, I	ine 5					4_	8	2,876	,754.
5 Multiply line 4 by line 3							5		4,243	787.
c manapy and 12, and 3										
6 Enter 1% of net investment income (1% of Part I, line 27b)						6		32	<u>,821.</u>
7 Add lines 5 and 6							7		4,276	,608.
8 Enter qualifying distributions from Pa	art XII, line 4						8		3,781	,865.
If line 8 is equal to or greater than lin See the Part VI instructions.	e 7, check the box in Part VI, line	1b, and comp	olete that part usin	g a 19	6 tax ra	te.				

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_	irt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	1948	- see ı	nstru	ictio	ns)
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 I and enter 1% I are the section 4940(e) I are t	1_1_		<u>6</u>	5,6	<u>42.</u>
	of Part I, line 27b					
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				<u>0.</u>
3	Add lines 1 and 2	3		6	5,6	<u>42.</u>
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		6	5,6	<u>42.</u>
6	Credits/Payments:	1				į
а	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 67,500					1
b	Exempt foreign organizations - tax withheld at source 6b	_	2,`			;
C	Tax paid with application for extension of time to file (Form 8868)	, ,	· J.			£
d	Backup withholding erroneously withheld 6d 6	J	April			1
7	Total credits and payments. Add lines 6a through 6d	7_		6	7,5	00.
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached	8				<u>2.</u>
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			1,8	56.
	Enter the amount of line 10 to be: Credited to 2012 estimated tax 1,856. Refunded	11				0.
Pa	rt VII-A Statements Regarding Activities					
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interven	e in		12/13	Yes	
	any political campaign?			1a		<u>X</u>
þ	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			1b	<u> </u>	X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ed or			•	!
	distributed by the foundation in connection with the activities.					1
C	Did the foundation file Form 1120-POL for this year?			1c	<u> </u>	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			3 3		,
	(1) On the foundation. \blacktriangleright \$ 0. (2) On foundation managers. \blacktriangleright \$ 0.	<u>-</u>		1	3.2	25
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			(4,3%	96	
	managers. ► \$O.				* \$7. A%.	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2	<u> </u>	X
	If "Yes," attach a detailed description of the activities.				'	1 :
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,	or		ļ.		'
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			_3_		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a	<u> </u>	X
	If "Yes," has it filed a tax return on Form 990-T for this year?	N	/A	4b		 ,-
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5	 	X
_	If "Yes," attach the statement required by General Instruction T.			1		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			1		
	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 of the state	e law				٠,,
_	remain in the governing instrument?			6	77	<u>X</u>
7	Did the foundation have at least \$5,000 in assets at any time during the year?			7	X	
	If "Yes," complete Part II, col. (c), and Part XV.					
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			8b	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 cal	endar		ا ۔		
46	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV			9	<u> </u>	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			10	1	X

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Pa	rt 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		Х
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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► WWW.BOWERFOUNDATION.ORG			
14	The books are in care of ▶ JOHN STURDIVANT Telephone no. ▶ 601 – 60	7-3	163	
	Located at ▶ 578 HIGHLAND COLONY PARKWAY, RIDGELAND, MS ZIP+4 ▶39			
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	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,		Yes	No
	securities, or other financial account in a foreign country?	16		Х
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
	country			
Pa	rt 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)	١,		
	a disqualified person?	i		
	(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? X Yes No		; . ;	\$
	(5) Transfer any income or assets to a disqualified person (or make any of either available	,		İ
	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		<i>j</i> -	•
	termination of government service, if terminating within 90 days.)	,		1
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	<u>.</u> .	٠.	į
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		_X_
	Organizations relying on a current notice regarding disaster assistance check here			1
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		<u>X</u>
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)):			1
а	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? Yes X No			,
	If "Yes," list the years \blacktriangleright			
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			t
	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?			
þ	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		
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		<u>X</u>
þ	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		<u>X</u>

4b X Form **990-PF** (2011)

Form 990-PF (2011) THE BOWER FOUNDATION			64-05406	35 Page 6
Part VII-B Statements Regarding Activities for Which I	Form 4720 May Be I	Required (contin	ued)	
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Y6	es X No	
(2) Influence the outcome of any specific public election (see section 4955); of	r to carry on, directly or indir	ectly,		
any voter registration drive?		Ye	es X No	1 1
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Ye	es X No	
(4) Provide a grant to an organization other than a charitable, etc., organizatio	n described in section			
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	s X 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?			s X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described	ın Regulations		
section 53.4945 or in a current notice regarding disaster assistance (see instru		Ü	N/A	5b
Organizations relying on a current notice regarding disaster assistance check h	•			3 24
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi		ined		
expenditure responsibility for the grant?			es 🔲 No 👢	<u> </u>
If "Yes," attach the statement required by Regulations section 53.494		.,	î,	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to			ুঁ	整 化器[17]
a personal benefit contract?	pay premiums on	□ v/	es 🗓 No 🖔	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	arconal hanafit contract?	۰، ب	l '	6b X
If "Yes" to 6b, file Form 8870.	ersonal benefit contract:		Ųį	
•	halter transaction?		es 🗷 No 🧗	
7a At any time during the tax year, was the foundation a party to a prohibited tax s		16		7b
b If 'Yes,' did the foundation receive any proceeds or have any net income attribution. Information About Officers, Directors, Trust		nogoro Highly		70
Part VIII Paid Employees, and Contractors	ees, Foundation Wia	mayers, mym	,	
1 List all officers, directors, trustees, foundation managers and their	compensation.	-		
	(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Expense
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
	ιο μοσιτίοι	enter-o-j	compensation	allowalices
SEE STATEMENT 10		305,849.	10 476	0.
SEE STATEMENT TO		303,043.	10,470.	<u>.</u>
			· · · · · · · · · · · · · · · · · · ·	
2 Compensation of five highest-paid employees (other than those inc	luded on line 4) If name	anter IINONE II		
2 Compensation of five nignest-paid employees (other than those inc	(b) Title, and average	enter "NONE."	(d) Contributions to	(a) Eynense
(a) Name and address of each employee paid more than \$50,000	` hours per week `	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
	devoted to position		compensation	allowances
JOHN STURDIVANT	CFO			_
P.O. BOX 548, RAYMOND, MS 39154	40.00	123,115.	6,015.	0.
				_
				<u> </u>
	<u> </u>			L
Total number of other employees paid over \$50,000			<u> </u>	0

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Part VIII Information About Officers, Directors, Trustees, Fou Paid Employees, and Contractors (continued)	ndation Managers, Highly	
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 Part IX-A Summary of Direct Charitable Activities		▶ 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant number of organizations and other beneficiaries served, conferences convened, research papers		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 years. 1 N/A	ar on lines 1 and 2.	Amount
2		
All other program-related investments. See instructions. 3		
Total. Add lines 1 through 3		0.

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а		1a	83,654,982.
b	Average of monthly cash balances	1b	483,855.
	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	84,138,837.
	Reduction claimed for blockage or other factors reported on lines 1a and	1.1.5	
	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.
=	art:XI:) Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and 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		
b	Income tax for 2011. (This does not include the tax from Part VI.)	10	
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.
Р	art XII Qualifying Distributions (see ınstructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	12.14.	
а	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	
	Cash distribution test (attach the required schedule)	3Ь	
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 of	ualifies fo	
	4940(e) reduction of tax in those years.		

Form **990-PF** (2011)

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2011 from Part XI, Inte 7 2 Undistributed income, if any, so of the end of 2011 a Enter amount for 2010 only b Total for prory years: 3 Excess distributions carryover, if any, to 2011: a From 2006 b From 2007 e From 2007 e From 2008 d From 2010 1 Total of lines 3a through e 1 Coulsifying distributions for 2011 from Part XII, Inte 4: ▶ \$ 3,781,865, a Appiled to 2010, but not more than line 2a 3 Appiled to Undistributed more of prory years (Election required - see instructions) c Treated as distributions or 101 distributiable amount e Remaining amount distributed out of corpus (Election required - see instructions) 5 Exercise distributions out of 10 distributiable amount e Remaining amount distributed out of corpus 5 Exercise distributions out of 10 distributions amount must be sterious negative to 201. 8 Enter the net total of each column as indicated below: a Corpus Assi Inca 34, 45, and 46 Subtract line 8 D From years (instituted income for which a notice of deficiency has been insoad, or on which the section 494(2e) tax has been previously assessed 4 Subtract line 6c from line 6b. Exable amount - see instructions a Undistributed income for 2010. Subtract line 4 dark from line 2b. This about a fine 4 dark of from line 1. This amount must be destributed income for 2010. Subtract line 4 dark of from line 1. This amount must be distributed income for 2010. Subtract line 4 dark of from line 1. This amount must be distributed income for 2010. Subtract line 4 dark of from line 1. This amount must be distributed income for 2010. Subtract line 4 dark of from line 1. This amount must be distributed on 2012 7 Amounts readed as distributions carryover to 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2005 not applied on line 5 or line 7 9 Excess dist		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
Inter 7	Distributable amount for 2011 from Part XI.		, одго риск то до то	20,0	
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b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) Excess distributions carryover from 2006 not applied on line 5 or line 7 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010			*	6"° ,	
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amount - see instructions e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010					
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010			0.		
4a from line 2a. Taxable amount - see instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010					
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010				0.1	
be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010	be distributed in 2012	! !			3,918,543.
section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010	7 Amounts treated as distributions out of				
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8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010	· · · · · · · · · · · · · · · · · · ·	0.			
not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2010 d Excess from 2010					
Subtract lines 7 and 8 from line 6a	•	0.			
Subtract lines 7 and 8 from line 6a	* *				
10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2010 d Excess from 2010	·	0.			
a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010	10 Analysis of line 9:				
c Excess from 2009 d Excess from 2010	l l				
d Excess from 2010	b Excess from 2008				
	c Excess from 2009				
e Excess from 2011	d Excess from 2010				
	e Excess from 2011				

	VER FOUNDATI				40635 Page 10
Part XIV Private Operating I	·		-A, question 9)	N/A	
1 a If the foundation has received a ruling	or determination letter that	t it is a private operating			
foundation, and the ruling is effective f	or 2011, enter the date of	the ruling	▶		
b Check box to indicate whether the four	idation is a private operatii	ng foundation described i	n section	4942(j)(3) or 4942(j)	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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.	1				
Subtract line 2d from line 2c 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 Info	ormation (Comple	te this part only	if the foundation	n had \$5,000 or m	ore in assets
at any time during	the year-see insti	ructions.)			
Information Regarding Foundati List any managers of the foundation w year (but only if they have contributed NONE	ho have contributed more		ributions received by the	e foundation before the clo	se of any tax
b List any managers of the foundation w other entity) of which the foundation h			or an equally large port	ion of the ownership of a p	artnership or
NONE					
2 Information Regarding Contribu Check here ► X If the foundation	only makes contributions	to preselected charitable	organizations and does		
the foundation makes gifts, grants, etc	. (see instructions) to indiv	viduals or organizations u	nder other conditions, o	complete items 2a, b, c, an	d d.
a The name, address, and telephone nur	nber of the person to who	m applications should be	addressed:		
b The form in which applications should	be submitted and informa	tion and materials they sh	nould include:		
c Any submission deadlines:					
A Any restrictions or limitations on sweet	do quah ao hu ao arrashia	al areas, charitable fields	kinde of inctitutions as	other factore:	
d Any restrictions or limitations on awar	us, sucii as by geographic	ai ai eas, charlladie lields,	KINGS OF INSTRUCTIONS, OF	other factors.	

Part XV

Supplementary Information (continued)

Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or Amount contribution any foundation manager status of Name and address (home or business) or substantial contributor recipient a Paid during the year CENTER FOR MISSISSIPPI HEALTH POLICY RELATED TAX EXEMPT FUNDING GRANT FOR 120 N. CONGRESS ST. CENTER FOR MS HEALTH JACKSON, MS 39201 POLICY 4,562. CENTER FOR MISSISSIPPI HEALTH POLICY RELATED TAX EXEMPT FUNDING GRANT FOR 120 N. CONGRESS ST. CENTER FOR MS HEALTH JACKSON, MS 39296 700,000. DIRECT GRANT EXPENSES - VARIOUS NOT RELATED TAX EXEMPT EXPENSES RELATED TO DIRECT GRANTS VARIOUS JACKSON, MS 353,916, MHA HEALTH, RESEARCH/EDUCATION NOT RELATED TAX EXEMPT FOR STUDENT NURSE FOUNDATION MENTORSHIP PROGRAM P.O. BOX 16444 JACKSON, MS 39236 23,910. MISSISSIPPI DEPARTMENT OF EDUCATION NOT RELATED TAX EXEMPT HEALTH IS ACADEMIC: P.O. BOX 771 BOWER SCH HLTH NETWORK JACKSON MS 39205 119 568 SEE CONTINUATION SHEET(S Total ➤ 3a 3,345,946, b Approved for future payment CENTER FOR MISSISSIPPI HEALTH POLICY RELATED TAX EXEMPT STATEWIDE EVALUATIONS 120 N. CONGRESS ST. OF CHILDHOOD OBESITY JACKSON, MS 39201 PREVENTIO 140,000, CENTER FOR MISSISSIPPI HEALTH POLICY RELATED TAX EXEMPT FUNDING GRANT FOR CENTER FOR MISSISSIPPI 120 N. CONGRESS ST. JACKSON MS 39201 HEALTH POLICY 1,625,229, MHA HEALTH RESEARCH/EDUCATION NOT RELATED TAX EXEMPT STUDENT NURSE FOUNDATION MENTORSHIP PROGRAM P.O. BOX 16444 JACKSON MS 39236 47,820. SEE CONTINUATION SHEET(S) Total 5 461 588. Part XVI-A . Analysis of Income-Producing Activities

Enter gross amounts a	unless otherwise indicated	Unrelated	business income	Exclus	ded by section 512, 513, or 514	(0)
-	inless otherwise indicated.	(a) Business	(b) Amount	(c) Exclu- sion	(d) Amount	(e) Related or exempt function income
1 Program service re	venue:	code		code	741100111	101100011 111001110
-				-		
				-		
e	· · · · · · · · · · · · · · · · · · ·			 		
·				├		
-	cts from government agencies			-	****	
2 Membership dues		-				
3 Interest on savings	and temporary cash					
investments			··	1.4	1 760 543	
4 Dividends and inter				14	1,769,543.	face of any fig
	or (loss) from real estate:		· \$2. \\$2.	<u> </u>	12 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	1869CP
a Debt-financed p	· · ·					
b Not debt-finance				ļ		
	or (loss) from personal					
property						
7 Other investment in						
8 Gain or (loss) from	sales of assets other					
than inventory				18	1,896,602.	
9 Net income or (loss						
· ·	s) from sales of inventory					
11 Other revenue:						
a						
b						
C						
d	· · · · · · · · · · · · · · · · · · ·			-		
e	· · · · · · · · · · · · · · · · · · ·			2.		
12 Subtotal. Add colu			0.	8.	3,666,145.	0.
	columns (b), (d), and (e)				13	3,666,145.
(See worksheet in line	13 instructions to verify calculation	ons.)				
Part XVI-B	Relationship of Activit	ies to the Accor	mplishment of Ex	emp	t Purposes	
Line No. Evelou	n below how each activity for which	sh income in reported in	column (a) of Part V/I A	contrib	uted importantly to the secon	anlichment of
	indation's exempt purposes (othe			COILLID	uteu importantiy to the accom	ilhiiziiiiieiii oi
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123621 12-02-11			-			Form 990-PF (2011)

Paid Preparer Use Only	Print/Type preparer's name DONALD F SUMMERS Firm's name ► SUMMERS, GRE	Preparer's signature O EN, & LEROUX, LLP	3/5/12	Check if self- employed Firm's EIN ▶ 6	PTIN P00531568 4-0853461
_	Firm's address ► 4500 I-55 N JACKSON, MS	ORTH, SUITE 213 39211		Phone no. 6	01-982-0825

3 Grants and Contributions Paid During the Y		-		
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
MISSISSIPPI DEPARTMENT OF EDUCATION	NOT RELATED	TAX EXEMPT	COORDINATED SCHOOL	
P.O. BOX 771		-	HEALTH 2010	
JACKSON, MS 39205				100,000,
MISSISSIPPI MUSEUM OF NATURAL SCIENCE	NOT RELATED	TAX EXEMPT	EARLY CHILDHOOD	
2148 RIVERSIDE DRIVE			OUTDOOR PLAYSCAPES	
JACKSON, MS 39202-1353				137,000
MISSISSIPPI KIDNEY FOUNDATION	NOT RELATED	TAX EXEMPT	FUNDING GRANT FOR	
3000 OLD CANTON ROAD			PATIENT SERVICES	
JACKSON, MS 39216			DIRECTOR	110,000,
MISSISSIPPI STATE DEPARTMENT OF	NOT RELATED	TAX EXEMPT	FUNDING GRANT FOR	
HEALTH	NOT KEHATED	TAX EXEMPT	OFFICE OF SPECIAL	
570 EAST WOODROW WILSON DRIVE			ASSISTANT TO STA	
JACKSON, MS 39216	· · · · · · · · · · · · · · · · · · ·			335,000.
MISSISSIPPI STATE DEPARTMENT OF HEALTH	NOT RELATED	TAX EXEMPT	FUNDING GRANT FOR	
570 EAST WOODROW WILSON DRIVE			WATER FLUORIDATION	
JACKSON, MS 39216				119,240.
MISSISSIPPI STATE UNIVERSITY FOUNDATION	NOT RELATED	TAX EXEMPT	MATCHING GRANT FOR MS	
P.O. BOX 5287 103 RESEARCH PARK			KIDS COUNT CHALLENGE	
MISSISSIPPI STATE, MS 39762-5287				5,000.
MISSISSIPPI PUBLIC HEALTH ASSOCIATION P.O. BOX 4834	NOT RELATED	TAX EXEMPT	ADVOCACY	
JACKSON, MS 39296			ADVOCACY, INFRASTRUCTURE AND	
			MEMBERSHIP DEVELOPMENT	50,000.
MISSISSIPPI STATE DEPARTMENT OF	NOT RELATED	TAX EXEMPT	HOSPITAL DISCHARGE	
HEALTH 570 EAST WOODROW WILSON DRIVE		1	DATA SYSTEM CAPACITY BUILDING	
JACKSON, MS 39216			BOILDING	55,500.
MICCICCIDET DEDARMANT OF POVOLATOR	NOW DELAMED	may Europom	ATIMO TOTAL TYME CO TOTAL	
MISSISSIPPI DEPARTMENT OF EDUCATION P.O. BOX 771	NOT RELATED	TAX EXEMPT	NUTRITION INTEGRITY 2011	
JACKSON MS 39216			2011	400,000.
WT007007007 D00100000000000000000000000000	, , , , , , , , , , , , , , , , , , ,			
MISSISSIPPI DEPARTMENT OF EDUCATION P.O. BOX 771	NOT RELATED	TAX EXEMPT	SPECIAL PROJECTS DIRECTOR-OFFICE OF	
JACKSON MS 39216	<u> </u>		CHILD NUTRITION	57,250.
Total from continuation sheets				2,143,990,

THE BOWER FOUNDATION

Part XV Supplementary Information				
3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	
WIGGIGGIDDI GERER INTUERCIEV	NOT RELATED	ТАХ ЕХЕМРТ	MISSISSIPPI KIDS COUNT	
MISSISSIPPI STATE UNIVERSITY FOUNDATION	NOT RELATED	TAX EXEMPT	CHALLENGE GRANT	
P.O. BOX 5287 103 RESEARCH PARK			PROGRAM	
MISSISSIPPI STATE, MS 39762-5287				25,000
MISSISSIPPI DEPARTMENT OF EDUCATION	NOT RELATED	TAX EXEMPT	NUTRITION INTEGRITY	
P.O. BOX 771			2012	
JACKSON, MS 39216				250,000
MISSISSIPPI STATE DEPARTMENT OF	NOT RELATED	TAX EXEMPT	MS HEALTH INFORMATION	
HEALTH			NETWORK MATCHING GRANT	
570 EAST WOODROW WILSON DRIVE JACKSON, MS 39216				500,000
				·
	=			
- "				
Total from continuation sheets				

Part XV Supplementary Information Grants and Contributions Approved for Future Payment (Continuation) If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or Amount any foundation manager or substantial contributor status of contribution Name and address (home or business) recipient MISSISSIPPI MUSEUM OF NATURAL SCIENCE NOT RELATED TAX EXEMPT EARLY CHILDHOOD OUTDOOR PLAYSCAPES 2148 RIVERSIDE DRIVE 10,000. JACKSON, MS 39202-1353 MISSISSIPPI DEPARTMENT OF EDUCATION NOT RELATED TAX EXEMPT FUNDING GRANT FOR THE OFFICE OF HEALTHY P.O. BOX 771 SCHOOLS 100,000. JACKSON, MS 39205 MISSISSIPPI STATE DEPARTMENT OF NOT RELATED TAX EXEMPT MISSISSIPPI PUBLIC WATER FLUORIDATION HEALTH 570 EAST WOODROW WILSON DRIVE PROGRAM PHASE VI 758,923. JACKSON MS 39216 NOT RELATED TAX EXEMPT FUNDING GRANT FOR MISSISSIPPI STATE DEPARTMENT OF WATER FLUORIDATION HEALTH 570 EAST WOODROW WILSON DRIVE 5,000. JACKSON, MS 39216 MISSISSIPPI STATE DEPARTMENT OF NOT RELATED TAX EXEMPT HOSPITAL DISCHARGE DATA SYSTEM CAPACITY HEALTH 570 EAST WOODROW WILSON DRIVE BUILDING 5,000. JACKSON MS 39216 MISSISSIPPI STATE DEPARTMENT OF NOT RELATED TAX EXEMPT MISSISSIPPI HEALTH INFORMATION NETWORK HEALTH 570 EAST WOODROW WILSON DRIVE MATCHING CENTER JACKSON, MS 39216 484,616. NOT RELATED TAX EXEMPT MATCHING GRANT FOR MS MISSISSIPPI STATE UNIVERSITY FOUNDATION KIDS COUNT CHALLENGE P.O. BOX 5287 103 RESEARCH PARK 5,000. MISSISSIPPI STATE, MS 39762-5287 UNIVERSITY OF MISSISSIPPI MEDICAL NOT RELATED TAX EXEMPT CENTER FOR BIOETHICS AND MEDICAL HUMANITIES CENTER 2500 NORTH STATE STREET 2,000,000. JACKSON, MS 39216 NOT RELATED TAX EXEMPT NUTRITION INTEGRITY MISSISSIPPI DEPARTMENT OF EDUCATION 2012 P.O. BOX 771 250,000, JACKSON, MS 39216 MISSISSIPPI DEPARTMENT OF EDUCATION NOT RELATED TAX EXEMPT HEALTHIER US SCHOOL CHALLENGE TECHNICAL P.O. BOX 771 JACKSON, MS 39216 ASSISTANCE 30,000. Total from continuation sheets 3.648.539.

			<u> </u>			ORM 990-PF PAC			
Asset lumber		Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	EO	UIPMEN	<u> </u>	<u> </u>		<u> </u>			
		VARIES	SL	6.99		147,722.		130,614.	6,802
	* '	TOTAL	990-1	PF PG	1 D	EPR 147,722.	0	. 130,614.	6,802
						147,122.		130,014.	0,802
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FORM 990-PF' DIVIDENT	OS AND INTER	EST FROM SEC	CURITIES	STATEMENT 1
SOURCE	GROSS	CA AMOUNT	APITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	1,	769,543.	0.	1,769,543.
TOTAL TO FM 990-PF, PART I,	IN 4 1,	769,543.	0.	1,769,543.
FORM 990-PF	LEGAL	FEES		STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
LEGAL FEES	40,817.	28,61	7.	12,200.
TO FM 990-PF, PG 1, LN 16A	40,817.	28,617	7.	12,200.
FORM 990-PF	ACCOUNTI	NG FEES		STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
ACCOUNTING FEES	22,895.	16,052	2.	6,843.
TO FORM 990-PF, PG 1, LN 16B	22,895.	16,052	2.	6,843.
FORM 990-PF	TAX	ES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
PAYROLL TAXES EXCISE TAX	18,041. 65,642.			11,970.
TO FORM 990-PF, PG 1, LN 18	83,683.	71,713		11,970.
10 FORM 990-PF, PG 1, EN 10	03,003.	,	•	,

FORM 990-PF`	OTHER E	XPENSES		STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST MENT INCOM				
INVESTMENT MANAGEMENT FEES	64,361.	64,36	 1	0.		
CUSTODIAL FEES	4,248.	•		0.		
BOARD AND COMMITTEE EXPENSES	120,004.	•		87,226.		
INSURANCE	25,944.			18,857.		
DUES, SUBSCRIPTIONS	7,834.	•		5,197.		
TRAVEL	3,772.			2,503.		
EMPLOYEE MILEAGE	441.			293.		
MEALS AND ENTERTAINMENT	2,416.			1,603.		
CONFERENCE	1,730.			1,148.		
OFFICE EXPENSE	3,211.			2,130.		
BANK SERVICE CHARGES	831.			0.		
TELEPHONE	5,550.			3,682.		
COMPUTER AND SOFTWARE	3,330.	1,00	•	3,002.		
MAINTENANCE	4,397.	1,48	0.	2,917.		
EQUIPMENT REPAIRS AND	-,05.0	-, -0		_,,,_,		
MAINTENANCE	385.	13	0.	255.		
MISCELLANEOUS	306.			203.		
BOOKS AND PUBLICATIONS	125.		2.	83.		
TO FORM 990-PF, PG 1, LN 23	245,555.	119,45	8.	126,097.		
FORM 990-PF OTHER DECREASE	S IN NET AS	SETS OR FUN	D BALANCES	STATEMENT 6		
DESCRIPTION				AMOUNT		
UNREALIZED GAINS (LOSSES) ON	INVESTMENTS			4,554,521.		
TOTAL TO FORM 990-PF, PART II	I, LINE 5			4,554,521.		
FORM 990-PF	OTHER INV	ESTMENTS		STATEMENT 7		
		LUATION		FAIR MARKET		
	M	ETHOD	BOOK VALUE	VALUE		
DESCRIPTION						
DESCRIPTION INVESTMENTS IN SECURITIES		FMV	76,822,066.	76,822,066.		

FORM 990-PF' DEPRECIATION OF ASS	ETS 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 1	4 147,722.	137,416.	10,306.
			
FORM 990-PF	OTHER ASSETS		STATEMENT 9
FORM 990-PF DESCRIPTION	OTHER ASSETS BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	STATEMENT 9 FAIR MARKET VALUE
	BEGINNING OF		FAIR MARKET

FORM 990-PF' PART VIII - LISTEES AND	ST OF OFFICERS, D D FOUNDATION MANA	STATEMENT 10		
NAME AND ADDRESS	TITLE AND AVRG HRS/WK			EXPENSE
JOHN BOWER, MD 100 LAKE HARBOR POINT BRANDON, MS 39047	BOARD PRESIDEN 1.18	T 16,417.	0.	0.
ANNE TRAVIS 947 PETRIFIED FOREST ROAD FLORA, MS 39071	CEO/BOARD VICE 35.96		10,476.	0.
JAMES F. DORRIS 223 GREENFIELD PLACE BRANDON, MS 39047	SECRETARY/TREA 1.31	SURER 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

	Date	Date			Gain/
Description	Purchased	Sold	Proceeds	Cost	(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		225,356.52	186,265.53	39,090.99
Acorn International Fund Avg.	9/1/1998		7.50	6.08	1.42
Acorn International Fund Avg.	9/1/1998	• •	372,418.71	301,685.34	70,733.37
Acorn International Fund Avg.	10/1/1998		618,618.00	511,310.75	107,307.25
Acorn International Fund Avg.	11/2/1998		7.50	6.21	1.29
Acorn International Fund Avg.	11/2/1998	• •	156,025.49	128,960.86	27,064.63
Dodge & Cox Income Fund Avg.	9/15/2005		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	• •	83,698.68	66,311.30	17,387.38
FPA Capital Fund	1/7/1998		3.50	2.51	0.99
FPA Capital Fund	1/7/1998		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	1,489,267.27	1,489,432.41	(165.14)
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10,686,317.83 8,789,716.53 1,896,601.30