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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning DEC 1, 2011, and ending NOV 30, 2012

Name of foundation  
**WILLIAMS FAMILY FOUNDATION  
OF GEORGIA, INC.**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P.O. BOX 1577**

City or town, state, and ZIP code  
**THOMASVILLE, GA 31799**

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 55,976,361.** (Part I, column (d) must be on cash basis.)

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

A Employer identification number  
**58-1414850**

B Telephone number  
**229-226-4300**

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐  
Foreign organizations meeting the 85% test, 2. check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

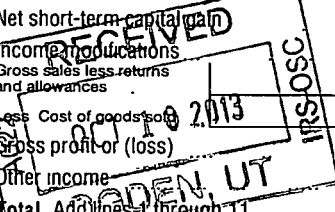
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		4,762.	4,762.		STATEMENT 1
4 Dividends and interest from securities		531,498.	531,498.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,569,231.			
b Gross sales price for all assets on line 6a		7,433,286.			
7 Capital gain net income (from Part IV, line 2)			2,569,231.		
8 Net short-term capital gain					
9 Income reductions					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<681.>	0.		STATEMENT 3
12 Total. Add lines 1 through 11		3,104,810.	3,105,491.		
13 Compensation of officers, directors, trustees, etc		80,000.	8,000.		72,000.
14 Other employee salaries and wages		56,989.	0.		56,989.
15 Pension plans, employee benefits		41,911.	2,448.		39,463.
16a Legal fees					
b Accounting fees STMT 4		8,000.	6,000.		2,000.
c Other professional fees					
17 Interest		8,517.	8,517.		0.
18 Taxes STMT 5		52,839.	0.		0.
19 Depreciation and depletion		127.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		217,181.	204,103.		16,756.
24 Total operating and administrative expenses. Add lines 13 through 23		465,564.	229,068.		187,208.
25 Contributions, gifts, grants paid		2,476,000.			2,476,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,941,564.	229,068.		2,663,208.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		163,246.			
b Net investment income (if negative, enter -0-)			2,876,423.		
c Adjusted net income (if negative, enter -0-)				N/A	

123501  
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

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**WILLIAMS FAMILY FOUNDATION  
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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	17,015.	15,559.	15,559.
	2 Savings and temporary cash investments	1,246,223.	4,200,145.	4,200,145.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	31,040,924.	30,565,559.	30,565,559.
	c Investments - corporate bonds STMT 8	6,203,470.	7,360,529.	7,360,529.
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	15,327,622.	13,834,379.	13,834,379.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	317.	190.	190.	
16 Total assets (to be completed by all filers)	53,835,571.	55,976,361.	55,976,361.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	2,397.	2,385.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
23 Total liabilities (add lines 17 through 22)	2,397.	2,385.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	53,833,174.	55,973,976.	
30 Total net assets or fund balances	53,833,174.	55,973,976.		
31 Total liabilities and net assets/fund balances	53,835,571.	55,976,361.		

**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)	53,833,174.
2 Enter amount from Part I, line 27a	163,246.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	1,977,556.
4 Add lines 1, 2, and 3	55,973,976.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	55,973,976.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> <b>SEE ATTACHED STATEMENT</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> <b>7,433,286.</b>		<b>5,899,146.</b>	<b>2,569,231.</b>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			<b>2,569,231.</b>

<b>2</b> 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 }	<b>2</b>	<b>2,569,231.</b>
<b>3</b> 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	{ }	<b>3</b>	<b>N/A</b>

**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	2,624,265.	56,156,037.	.046732
2009	2,903,456.	52,709,361.	.055084
2008	2,778,903.	46,568,511.	.059673
2007	3,362,004.	58,407,910.	.057561
2006	3,069,791.	66,945,747.	.045855

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.264905</b>
<b>3</b> 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	<b>3</b>	<b>.052981</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	<b>59,673,007.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>3,161,536.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>28,764.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>3,190,300.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>2,663,208.</b>

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	57,528.
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	57,528.
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	57,528.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	34,400.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	38,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	72,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	57.	
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	14,815.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 14,815. Refunded <input type="checkbox"/>	11	0.	

**Part 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 intervene in any political campaign?		<b>Yes</b>	<b>No</b>
1b 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.			<b>X</b>
1c Did the foundation file Form 1120-POL for this year?			<b>X</b>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		<b>X</b>
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		<b>X</b>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		<b>X</b>
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		<b>X</b>
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	<b>X</b>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	<b>X</b>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>GA</u>			
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	<b>X</b>	
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	9		<b>X</b>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		<b>X</b>

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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>N/A</u>	13	X	
14	The books are in care of ► <u>LANIGAN &amp; ASSOCIATES, P.C.</u> Telephone no. ► <u>229-226-8320</u> Located at ► <u>314 GORDON AVENUE, THOMASVILLE, GA</u> ZIP+4 ► <u>31792</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 <u>N/A</u>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> <u>N/A</u>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	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: ► _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) <u>N/A</u>	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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		80,000.	23,061.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SONIA B VICK 113 PONY CR, THOMASVILLE, GA 31792	40.00	56,989.	18,850.	0.

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

0

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## 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."**

[illegible]

**Total number of others receiving over \$50,000 for professional services.**

C

## 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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	57,610,312.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,971,231.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	190.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	60,581,733.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	60,581,733.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	908,726.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	59,673,007.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,983,650.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,983,650.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	57,528.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	57,528.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,926,122.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,926,122.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,926,122.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,663,208.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,663,208.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,663,208.

**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.

Form 990-PF (2011)

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

Form 990-PF (2011)

58-1414850

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**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				2,926,122.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	323,601.			
c From 2008	464,965.			
d From 2009	294,222.			
e From 2010				
f Total of lines 3a through e	1,082,788.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	2,663,208.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				2,663,208.
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))	262,914.			262,914.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	819,874.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	819,874.			
10 Analysis of line 9:				
a Excess from 2007	60,687.			
b Excess from 2008	464,965.			
c Excess from 2009	294,222.			
d Excess from 2010				
e Excess from 2011				

OF GEORGIA, INC.

Page 10

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

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

## Form 990-PF (2011)

Part XV	Supplementary Information (continued)
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Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

## Form 990-PF (2011)

<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

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

[illegible]

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

- b If "Yes," complete the following schedule.**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

May the IRS discuss this return with the preparer shown below (see instr )?

☒ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

**Paid  
Preparer  
Use Only**

BRAD JACKSON

Firm's name ► LANIGAN & ASSOCIATES, P. C.

Firm's address ► 314 GORDON AVENUE  
THOMASVILLE, GA 31792

Phone no. 229-226-8320

Form 990-PF (2011)

**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	ELKHORN FUND K-1		VARIOUS	VARIOUS
b	ELKHORN FUND K-1		VARIOUS	VARIOUS
c	EXCELSIOR BUYOUT K-1		VARIOUS	VARIOUS
d	EXCELSIOR BUYOUT K-1		VARIOUS	VARIOUS
e	CAPITAL GAIN DISTRIBUTIONS		VARIOUS	VARIOUS
f	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
g	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
h	LITIGATION PROCEEDS		VARIOUS	VARIOUS
i	EXCELSIOR BUYOUT K-1		VARIOUS	VARIOUS
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			<221,376.>
b			49,845.
c			<50.>
d			70,559.
e			1,136,114.
f	5,350,610.	3,869,590.	1,481,020.
g	2,081,414.	2,029,556.	51,858.
h	1,262.		1,262.
i			<1.>
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<221,376.>
b			49,845.
c			<50.>
d			70,559.
e			1,136,114.
f			1,481,020.
g			51,858.
h			1,262.
i			<1.>
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,569,231.
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

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

SOURCE	AMOUNT
BANK INTEREST	503.
INTEREST INCOME - SAVINGS	1,245.
INTEREST INCOME - SECURITIES	3,014.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,762.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE STOCKS	528,991.	0.	528,991.
OTHER PORTFOLIO INCOME/K-1	2,507.	0.	2,507.
TOTAL TO FM 990-PF, PART I, LN 4	531,498.	0.	531,498.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	<681.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<681.>	0.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,000.	6,000.		2,000.
TO FORM 990-PF, PG 1, LN 16B	8,000.	6,000.		2,000.



FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER TAXES	42,472.	0.		0.
PAYROLL TAXES	10,367.	0.		0.
TO FORM 990-PF, PG 1, LN 18	52,839.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	204,103.	204,103.		0.
BANK CHARGES	6.	0.		6.
LIFE INSURANCE	180.	0.		0.
NON-DEDUCTIBLE EXPENSE/K-1	17.	0.		0.
EQUIP RENTAL & MAINTENANCE	3,374.	0.		3,374.
BOOKS & SUBSCRIPTIONS	1,257.	0.		1,257.
POSTAGE & MAILING	226.	0.		226.
TELEPHONE	2,509.	0.		2,509.
TRAINING & TRAVEL	531.	0.		531.
MEETING EXPENSE	3,669.	0.		7,544.
OFFICE EXPENSE	284.	0.		284.
LONG TERM DISABILITY	180.	0.		180.
SELF INSURANCE- HEALTH	715.	0.		715.
BUSINESS REGISTRATION FEES	130.	0.		130.
TO FORM 990-PF, PG 1, LN 23	217,181.	204,103.		16,756.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	30,565,559.	30,565,559.
TOTAL TO FORM 990-PF, PART II, LINE 10B	30,565,559.	30,565,559.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	7,360,529.	7,360,529.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,360,529.	7,360,529.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	13,834,379.	13,834,379.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,834,379.	13,834,379.

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FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SOFTWARE	20,327.	20,327.	20,327.
ACCUMULATED AMORTIZATION	<20,327.>	<20,327.>	<20,327.>
OFFICE FURNITURE	37,981.	37,981.	37,981.
ACCUMULATED DEPRECIATION	<37,664.>	<37,791.>	<37,791.>
TO FORM 990-PF, PART II, LINE 15	317.	190.	190.

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT 11  
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DIANE W. PARKER P.O. BOX 1577 THOMASVILLE, GA 31799	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
BERNARD LANIGAN, JR 430 S. HANSELL ST THOMASVILLE, GA 31792	TREASURER/DIRECTOR 0.00	0.	0.	0.
JOSEPH E BEVERLY 1132 GORDON AVE THOMASVILLE, GA 31792	DIRECTOR 0.00	0.	0.	0.
THOMAS H VANN JR 411 GORDON AVE THOMASVILLE, GA 31792	DIRECTOR 0.00	0.	0.	0.
THOMAS W PARKER 4554 WHITESTONE WAY SUWANEE, GA 30024	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
STEPHEN T PARKER 1650 CAMP RAWLS ROAD WAGENER, SC 29164	SECRETARY/DIRECTOR 0.00	0.	0.	0.
ALSTON PARKER WATT P O BOX 1577 THOMASVILLE, GA 31799	EXECUTIVE DIRECTOR 30.00	80,000.	23,061.	0.
LARRY HARMON 8214 US HWY 19S THOMASVILLE, GA 31757	DIRECTOR 0.00	0.	0.	0.
FRED COOPER 170 WEST PACES FERRY ROAD ATLANTA, GA 30305	DIRECTOR 0.00	0.	0.	0.
THOMAS L WILLIAMS IV P O BOX 1577 THOMASVILLE, GA 31799	DIRECTOR 0.00	0.	0.	0.
ASHLYN W. STEVENS 3688 F.M. 2896 GAINESVILLE, TX 76240	DIRECTOR 0.00	0.	0.	0.

WILLIAMS FAMILY FOUNDATION OF GEORGIA, I

58-1414850

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

0.	0.	0.
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TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

80,000.	23,061.	0.
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FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 12
	PART XV, LINES 2A THROUGH 2D	

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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WILLIAMS FAMILY FOUNDATION OF GEORGIA, INC.  
607 VICTORIA PLACE  
THOMASVILLE, GA 31792

TELEPHONE NUMBER

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229-226-4300

FORM AND CONTENT OF APPLICATIONS

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APPLICATIONS SHOULD BE WRITTEN & CONTAIN INFORMATION REGARDING AMOUNT OF CONTRIBUTION REQUESTED, BUDGET, FINANCIAL STATEMENTS, EXEMPTION LETTER, ETC.

ANY SUBMISSION DEADLINES

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NONE - BOARD MEETS EVERY MAY & NOVEMBER TO REVIEW APPLICATIONS & MAKE CONTRIBUTIONS, & REVIEWS ALL APPLICATIONS THAT HAVE BEEN RECEIVED

RESTRICTIONS AND LIMITATIONS ON AWARDS

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EDUCATION, HISTORIC PRESERVATION PRIMARILY IN THOMASVILLE, GA AREA, & OTHER ORGANIZATIONS WITH SPECIAL INTEREST OF FOUNDATION

# 2012 WFFG Schedule of Contributions

6 February 2013

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Aiken Preparatory School</u>			
Aiken Preparatory School Aiken SC	\$25,000.00	3/22/2012	Third Generation
<i>Total Aiken Preparatory School (1 item)</i>			
<u>All Saints Episcopal Church</u>			
All Saints Episcopal Church Thomasville Georgia	\$25,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total All Saints Episcopal Church (1 item)</i>			
<u>American Red Cross - Georgia Wiregrass Chapter</u>			
American Red Cross - Georgia Wiregrass Chapter Thomasville GA	\$5,000.00	6/12/2012	Foundation
American Red Cross - Georgia Wiregrass Chapter Thomasville GA	\$5,000.00	3/6/2012	Foundation
<i>Total American Red Cross - Georgia Wiregrass Chapter (2 items)</i>			
<i>Total American Red Cross - Georgia Wiregrass Chapter (2 items)</i>			
	\$10,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Archbold Foundation</u>			
Archbold Foundation Thomasville Georgia	\$25,000.00	10/30/2012	Foundation
<i>Total Archbold Foundation (1 item)</i>	\$25,000.00		
<u>Atlanta Botanical Gardens</u>			
Atlanta Botanical Gardens Atlanta Georgia	\$500.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Atlanta Botanical Gardens (1 item)</i>	\$500.00		
<u>Bishop Hall Charter School</u>			
Bishop Hall Charter School Thomasville Georgia	\$110,000.00	10/30/2012	MNW Fund
<i>Total Bishop Hall Charter School (1 item)</i>	\$110,000.00		
<u>Boys &amp; Girls Club of Valdosta</u>			
Boys & Girls Club of Valdosta Valdosta GA	\$20,000.00	10/30/2012	Foundation
<i>Total Boys &amp; Girls Club of Valdosta (1 item)</i>	\$20,000.00		

Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
<u>Brookwood School</u>			
Brookwood School Thomasville Georgia	\$200,000.00	10/30/2012	MNW Fund
Brookwood School Thomasville Georgia	\$5,000.00	5/29/2012	MNW Perpetual Giving Fund
Brookwood School Thomasville Georgia	\$25,000.00	10/30/2012	Third Generation
<i>Total Brookwood School (3 items)</i>	\$230,000.00		
<u>charity: water</u>			
charity: water New York NY	\$20,000.00	11/14/2012	Third Generation
<i>Total charity: water (1 item)</i>	\$20,000.00		
<u>City of Thomasville</u>			
City of Thomasville Thomasville Georgia	\$6,000.00	5/2/2012	Foundation
<i>Total City of Thomasville (1 item)</i>	\$6,000.00		



Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Community Foundation of South Georgia, Inc.</u>			
Community Foundation of South Georgia, Inc. Thomasville GA	\$40,000.00	1/13/2012	Employee Incentive Fund
Community Foundation of South Georgia, Inc. Thomasville GA	\$60,000.00	3/7/2012	Board Matching
Community Foundation of South Georgia, Inc. Thomasville GA	\$150,000.00	10/30/2012	Foundation
Community Foundation of South Georgia, Inc. Thomasville GA	\$5,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Community Foundation of South Georgia, Inc. (4 items)</i>			
	\$255,000.00		
<u>Community Support Foundation, Inc.</u>			
Community Support Foundation, Inc. Thomasville GA	\$9,000.00	5/2/2012	Foundation
<i>Total Community Support Foundation, Inc. (1 item)</i>			
	\$9,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u><b>Congressional Sportsmen's Foundation</b></u>			
Congressional Sportsmen's Foundation Washington DC	\$5,000.00	10/30/2012	Foundation
<i>Total Congressional Sportsmen's Foundation (1 item)</i>			
<u><b>Department of Natural Resources</b></u>			
Department of Natural Resources Atlanta Georgia	\$10,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Department of Natural Resources (1 item)</i>			
<u><b>Ducks Unlimited, Inc.</b></u>			
Ducks Unlimited, Inc. Memphis TN	\$10,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Ducks Unlimited, Inc. (1 item)</i>			
<u><b>Duke University</b></u>			
Duke University Durham N.C.	\$500.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Duke University (1 item)</i>			

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Emory University School of Medicine</u>			
Emory University School of Medicine Atlanta Georgia	\$10,000.00	5/29/2012	MNW Perpetual Giving Fund
Emory University School of Medicine Atlanta Georgia	\$10,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Emory University School of Medicine (2 items)</i>	\$20,000.00		
<u>Family Enrichment Group, Inc.</u>			
Family Enrichment Group, Inc. Thomasville GA	\$20,000.00	10/30/2012	Foundation
<i>Total Family Enrichment Group, Inc. (1 item)</i>	\$20,000.00		
<u>Fellowship of Christian Athletes</u>			
Fellowship of Christian Athletes Thomasville Georgia	\$10,000.00	5/2/2012	Foundation
<i>Total Fellowship of Christian Athletes (1 item)</i>	\$10,000.00		
<u>Georgia Historical Society</u>			
Georgia Historical Society Savannah, Georgia	\$5,000.00	5/29/2012	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Total Georgia Historical Society (1 item)</i>	\$5,000.00		
<u>Georgia Justice Project</u>			
Georgia Justice Project Atlanta GA	\$25,000.00	5/2/2012	Foundation
<i>Total Georgia Justice Project (1 item)</i>	\$25,000.00		
<u>Georgia Meth Project</u>			
Georgia Meth Project Atlanta GA	\$25,000.00	12/6/2011	Foundation
<i>Total Georgia Meth Project (1 item)</i>	\$25,000.00		
<u>Georgia Trust for Historic Preservation</u>			
Georgia Trust for Historic Preservation Atlanta Georgia	\$10,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Georgia Trust for Historic Preservation (1 item)</i>	\$10,000.00		
<u>Goal Line Ministries</u>			
Goal Line Ministries Thomasville GA	\$7,500.00	10/30/2012	Foundation
<i>Total Goal Line Ministries (1 item)</i>	\$7,500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Halcyon Home</u> Halcyon Home Thomasville Georgia	\$15,000.00	10/30/2012	Foundation
<i>Total Halcyon Home (1 item)</i>	\$15,000.00		
<u>Hands and Hearts for Horses</u> Hands and Hearts for Horses Thomasville GA	\$15,000.00	5/2/2012	Foundation
<i>Total Hands and Hearts for Horses (1 item)</i>	\$15,000.00		
<u>Hands on Thomas County</u> Hands on Thomas County Thomasville Georgia	\$7,500.00	10/30/2012	Foundation
Hands on Thomas County Thomasville Georgia	\$11,000.00	5/2/2012	Foundation
<i>Total Hands on Thomas County (2 items)</i>	\$18,500.00		
<u>Love INC of Suwannee County</u> Love INC of Suwannee County Live Oak FL	\$15,000.00	7/3/2012	Third Generation
<i>Total Love INC of Suwannee County (1 item)</i>	\$15,000.00		

Grantee Name Grantee City Grantee State <i>item)</i>	Amount	Payment Date	Fund
<u>National Gallery of Art</u>			
National Gallery of Art Landover MD	\$1,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total National Gallery of Art (1 item)</i>	\$1,000.00		
<u>National Society of Colonial Dames of Ga.</u>			
National Society of Colonial Dames of Ga. Savannah Georgia	\$500.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total National Society of Colonial Dames of Ga. (1 item)</i>	\$500.00		
<u>National Trust for Historic Preservation</u>			
National Trust for Historic Preservation Washington D.C.	\$10,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total National Trust for Historic Preservation (1 item)</i>	\$10,000.00		
<u>One Heartbeat, Inc</u>			
One Heartbeat, Inc GA	\$30,000.00	5/2/2012	Foundation
<i>Total One Heartbeat, Inc (1 item)</i>	\$30,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Planned Parenthood of Georgia</u>			
Planned Parenthood of Georgia Atlanta Georgia	\$500.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Planned Parenthood of Georgia (1 item)</i>	\$500.00		
<u>Second Harvest of South Georgia, Inc</u>			
Second Harvest of South Georgia, Inc Valdosta GA	\$40,000.00	10/30/2012	Foundation
Second Harvest of South Georgia, Inc Valdosta GA	\$5,000.00	10/30/2012	Foundation
<i>Total Second Harvest of South Georgia, Inc (2 items)</i>	\$45,000.00		
<u>Seminole Boosters</u>			
Seminole Boosters Tallahassee Florida	\$2,500.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Seminole Boosters (1 item)</i>	\$2,500.00		
<u>South Georgia Ballet</u>			
South Georgia Ballet Cairo GA	\$24,000.00	5/2/2012	Foundation
<i>Total South Georgia Ballet (1 item)</i>	\$24,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Southeastern Council on Foundations, Inc.</u>			
Southeastern Council on Foundations, Inc. Atlanta Georgia	\$5,500.00	1/13/2012	Foundation
Southeastern Council on Foundations, Inc. Atlanta Georgia	\$2,500.00	2/20/2012	Foundation
<i>Total Southeastern Council on Foundations, Inc. (2 items)</i>	\$8,000.00		
<u>Southern Architectural Foundation, Inc.</u>			
Southern Architectural Foundation, Inc. Atlanta Georgia	\$500.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Southern Architectural Foundation, Inc. (1 item)</i>	\$500.00		
<u>Suwannee River Area Council Boy Scouts</u>			
Suwannee River Area Council Boy Scouts Tallahassee Florida	\$5,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Suwannee River Area Council Boy Scouts (1 item)</i>	\$5,000.00		
<u>Tall Timbers</u>			
Tall Timbers Tallahassee Florida	\$60,000.00	2/15/2012	MNW Fund



Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
<u>Total Tall Timbers (1 item)</u>	\$60,000.00		
<u>The Concord Coalition</u>			
The Concord Coalition Arlington Virginia	\$500.00	5/29/2012	MNW Perpetual Giving Fund
<u>Total The Concord Coalition (1 item)</u>	\$500.00		
<u>The Forward Arts Foundation</u>			
The Forward Arts Foundation Atlanta Georgia	\$3,000.00	5/29/2012	MNW Perpetual Giving Fund
<u>Total The Forward Arts Foundation (1 item)</u>	\$3,000.00		
<u>The Georgia Conservancy</u>			
The Georgia Conservancy Atlanta Georgia	\$500.00	5/29/2012	MNW Perpetual Giving Fund
<u>Total The Georgia Conservancy (1 item)</u>	\$500.00		
<u>The Greater Atlanta Christian School</u>			
The Greater Atlanta Christian School Norcross GA	\$5,000.00	11/14/2012	Third Generation
<u>Total The Greater Atlanta Christian School (1 item)</u>	\$5,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>The Lawson Neel MedBank</u>			
The Lawson Neel MedBank Thomasville Georgia	\$14,000.00	10/30/2012	Foundation
<i>Total The Lawson Neel MedBank (1 item)</i>	\$14,000.00		
<u>The M.N.W. Boys &amp; Girls Clubs of Thomasville</u>			
The M.N.W. Boys & Girls Clubs of Thomasville Thomasville Georgia	\$235,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total The M.N.W. Boys &amp; Girls Clubs of Thomasville (1 item)</i>	\$235,000.00		
<u>The Nature Conservancy in Georgia</u>			
The Nature Conservancy in Georgia Atlanta Georgia	\$1,500.00	5/26/2012	MNW Perpetual Giving Fund
The Nature Conservancy in Georgia Atlanta Georgia	\$100,000.00	10/30/2012	MNW Fund
<i>Total The Nature Conservancy in Georgia (2 items)</i>	\$101,500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>The Salvation Army</u> The Salvation Army Thomasville Georgia	\$50,000.00	5/2/2012	Foundation
<i>Total The Salvation Army (1 item)</i>	\$50,000.00		
<u>The Treehouse</u> The Treehouse Thomasville GA	\$11,000.00	10/30/2012	Foundation
<i>Total The Treehouse (1 item)</i>	\$11,000.00		
<u>Thomas County Food Bank and Outreach Center, Inc.</u> Thomas County Food Bank and Outreach Center, Inc. Thomasville GA	\$20,000.00	5/2/2012	Foundation
<i>Total Thomas County Food Bank and Outreach Center, Inc. (1 item)</i>	\$20,000.00		
<u>Thomas County Historical Society</u> Thomas County Historical Society Thomasville Georgia	\$30,000.00	10/30/2012	Foundation
<i>Total Thomas County Historical Society</i>	\$30,000.00		
<u>Thomas County Historical Society</u> Thomas County Historical Society Thomasville Georgia	\$5,000.00	5/29/2012	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
Thomas County Historical Society Thomasville Georgia	\$5,000.00	5/2/2012	Foundation
<i>Total Thomas County Historical Society (3 items)</i>	\$40,000.00		
<u>Thomas University</u> Thomas University Thomasville Georgia	\$125,000.00	10/30/2012	MNW Fund
Thomas University Thomasville Georgia	\$2,500.00	5/2/2012	Foundation
<i>Total Thomas University (2 items)</i>	\$127,500.00		
<u>Thomasville Antiques Show Foundation</u> Thomasville Antiques Show Foundation Thomasville Georgia	\$10,000.00	1/27/2012	MNW Perpetual Giving Fund
<i>Total Thomasville Antiques Show Foundation (1 item)</i>	\$10,000.00		
<u>Thomasville Center for the Arts</u> Thomasville Center for the Arts Thomasville Georgia	\$2,500.00	5/29/2012	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
Thomasville Center for the Arts Thomasville Georgia	\$250,000.00	10/30/2012	MNW Fund
Thomasville Center for the Arts Thomasville Georgia	\$50,000.00	5/2/2012	Foundation
<i>Total Thomasville Center for the Arts (3 items)</i>	\$302,500.00		
<u>Thomasville Community Resource Center</u> Thomasville Community Resource Center Thomasville Georgia	\$30,000.00	10/30/2012	Foundation
<i>Total Thomasville Community Resource Center (1 item)</i>	\$30,000.00		
<u>Thomasville Genealogical Library</u> Thomasville Genealogical Library Thomasville Georgia	\$1,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total Thomasville Genealogical Library (1 item)</i>	\$1,000.00		
<u>Thomasville Landmarks, Inc.</u> Thomasville Landmarks, Inc. Thomasville Georgia	\$20,000.00	5/2/2012	Foundation

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
Thomasville Landmarks, Inc. Thomasville Georgia	\$2,000.00	5/29/2012	MNW Perpetual Giving Fund
Thomasville Landmarks, Inc. Thomasville Georgia	\$15,000.00	11/30/2012	Foundation
Total Thomasville Landmarks, Inc. (3 items)	\$37,000.00		
<u>Thomasville Thomas County Habitat for Humanity</u>			
Thomasville Thomas County Habitat for Humanity Thomasville Georgia	\$50,000.00	5/2/2012	Foundation
Total Thomasville Thomas County Habitat for Humanity (1 item)	\$50,000.00		
<u>Thomasville YMCA</u>			
Thomasville YMCA Thomasville Georgia	\$5,000.00	5/29/2012	MNW Perpetual Giving Fund
Total Thomasville YMCA (1 item)	\$5,000.00		
<u>Thomasville-Thomas County Humane Society</u>			
Thomasville-Thomas County Humane Society Thomasville Georgia	\$1,000.00	5/29/2012	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
Thomasville-Thomas County Humane Society Thomasville Georgia	\$30,000.00	5/2/2012	Foundation
<i>Total Thomasville-Thomas County Humane Society (2 items)</i>	\$31,000.00		
<u>U.S. Department of State</u> U.S. Department of State Washington D.C.	\$10,000.00	5/29/2012	MNW Perpetual Giving Fund
<i>Total U.S. Department of State (1 item)</i>	\$10,000.00		
<u>Washington &amp; Lee University</u> Washington & Lee University Lexington VA	\$250,000.00	10/30/2012	MNW Fund
<i>Total Washington &amp; Lee University (1 item)</i>	\$250,000.00		
<u>Young Life Thomas County</u> Young Life Thomas County Thomasville GA	\$7,500.00	5/2/2012	Foundation
<i>Total Young Life Thomas County (1 item)</i>	\$7,500.00		
<b>Grand Totals</b>	<b>\$2,476,000.00</b>		

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
<b>Type or print</b> Name of exempt organization or other filer, see instructions <b>WILLIAMS FAMILY FOUNDATION OF GEORGIA, INC.</b>	<b>Employer identification number (EIN) or</b> <input checked="" type="checkbox"/> <b>58-1414850</b>
<b>File by the due date for filing your return See instructions</b> Number, street, and room or suite no. If a P.O. box, see instructions. <b>P.O. BOX 1577</b>	<b>Social security number (SSN)</b> <input type="checkbox"/>
City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>THOMASVILLE, GA 31799</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**LANIGAN & ASSOCIATES, P.C.**

- The books are in the care of **▶ 314 GORDON AVENUE - THOMASVILLE, GA 31792**

Telephone No. **▶ 229-226-8320**

FAX No. **▶**

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **OCTOBER 15, 2013.**

5 For calendar year **DEC 1, 2011**, or other tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**.

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return  
☐ Change in accounting period

7 State in detail why you need the extension

**COPY**

**ADDITIONAL TIME IS REQUIRED TO GATHER ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	72,400.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	72,400.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶**

Title **▶ EXECUTIVE DIRECTOR**

Date **▶**



# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**  
• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. <b>WILLIAMS FAMILY FOUNDATION OF GEORGIA, INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>58-1414850</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>P.O. BOX 1577</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>THOMASVILLE, GA 31799</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application's For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

COPY

### LANIGAN & ASSOCIATES, P.C.

- The books are in the care of ► **314 GORDON AVENUE - THOMASVILLE, GA 31792**  
Telephone No. ► **229-226-8320** FAX No. ► ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☐ calendar year  or  
► ☒ tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>72,400.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>34,400.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>38,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)