



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation WATSON-BROWN FOUNDATION, INC.		A Employer identification number 23-7097393
Number and street (or P.O. box number if mail is not delivered to street address) 310 TOM WATSON WAY		B Telephone number (706) 595-8886
City or town, state, and ZIP code THOMSON, GA 30824-0037		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 108,975,271. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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		1,692.		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		189.	189.		STATEMENT 1
4 Dividends and interest from securities		2,075,488.	2,075,488.		STATEMENT 2
5a Gross rents		14,725.	14,725.		STATEMENT 3
b Net rental income or (loss) 14,725.					
6a Net gain or (loss) from sale of assets not on line 10		4,170,092.			
b Gross sales price for all assets on line 6a 4,170,092.					
7 Capital gain net income (from Part IV, line 2)			4,170,092.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances 1,108.					STATEMENT 4
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		80,613.	78,923.		STATEMENT 5
12 Total. Add lines 1 through 11		206,343,506.	6,339,417.		
13 Compensation of officers, directors, trustees, etc.		215,754.	21,575.		194,179.
14 Other employee salaries and wages		507,876.	48,631.		459,245.
15 Pension plans, employee benefits		11,791.	1,920.		8,336.
16a Legal fees STMT 6		1,258.	0.		1,258.
b Accounting fees STMT 7		33,500.	25,125.		8,375.
c Other professional fees STMT 8		147,331.	147,331.		0.
17 Interest		115,912.	20,914.		94,998.
18 Taxes STMT 9		120,763.	35,840.		49,923.
19 Depreciation and depletion		312,811.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		39,691.	9,923.		29,768.
22 Printing and publications		73,160.	18,290.		54,870.
23 Other expenses STMT 10		765,560.	297,258.		467,029.
24 Total operating and administrative expenses. Add lines 13 through 23		2,345,407.	626,807.		1,367,981.
25 Contributions, gifts, grants paid		2,490,198.			2,490,198.
26 Total expenses and disbursements. Add lines 24 and 25		4,835,605.	626,807.		3,858,179.
27 Subtract line 26 from line 12		1,507,901.			
a Excess of revenue over expenses and disbursements			5,712,610.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

13451111 747509 23016

2012.04030 WATSON-BROWN FOUNDATION, IN 23016 1

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,741,469.	2,603,594.	2,603,594.
	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	9,104.	9,834.	9,834.
	9 Prepaid expenses and deferred charges			
	10a Investments - US and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 11 90,442,596.	90,578,537.	91,387,540.	
14 Land, buildings, and equipment basis	10,648,570.			
Less accumulated depreciation	STMT 12 2,853,891.	12,648,024.	7,794,679.	
15 Other assets (describe)	STATEMENT 13) 401,080.	7,127,422.	7,029,063.	
16 Total assets (to be completed by all filers)		106,242,273.	108,114,066.	108,975,271.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	3,630,623.	4,000,000.	
	22 Other liabilities (describe)	STATEMENT 14) 5,641.	156.	
23 Total liabilities (add lines 17 through 22)		3,636,264.	4,000,156.	
Net Assets or Fund Balances	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	102,606,009.	104,113,910.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances		102,606,009.	104,113,910.	
31 Total liabilities and net assets/fund balances		106,242,273.	108,114,066.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	102,606,009.
2 Enter amount from Part I, line 27a	2	1,507,901.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	104,113,910.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	104,113,910.

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,170,092.			4,170,092.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			4,170,092.

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	4,170,092.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	5,162,229.	92,013,271.	.056103
2010	5,874,087.	90,165,337.	.065148
2009	8,925,119.	86,598,565.	.103063
2008	5,017,589.	112,242,144.	.044703
2007	4,967,222.	132,490,449.	.037491

2 Total of line 1, column (d)	2	.306508
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.061302
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	94,207,249.
5 Multiply line 4 by line 3	5	5,775,093.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	57,126.
7 Add lines 5 and 6	7	5,832,219.
8 Enter qualifying distributions from Part XII, line 4 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	8	6,044,739.

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)		1	57,126.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	57,126.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	57,126.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	123,863.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		6b	
6 Credits/Payments		6c	65,000.
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	188,863.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments Add lines 6a through 6d		10	131,737.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 131,737. Refunded <input checked="" type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" 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 checked="" 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.WATSON-BROWN.ORG</u>	13	X	
14	The books are in care of ► <u>THOMAS W. BROWN, JR.</u> Telephone no ► <u>706-595-8886</u> Located at ► <u>310 TOM WATSON WAY, THOMSON, GA</u> ZIP+4 ► <u>30824-0037</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, 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 checked="" type="checkbox"/> Yes <input 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"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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 2012 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 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2012?	4a	X
	4b	X

Form 990-PF (2012)

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

X

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

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 15		215,754.	0.	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
NONE				

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

0

Form 990-PF (2012)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SCHOLARSHIPS: SEE STATEMENT 25	
	2,411,078.
2 HOUSE MUSEUM AND RESTORATION: SEE STATEMENT 25	
	523,305.
3 SYMPOSIA & SEMINARS: SEE STATEMENT 25	
	220,211.
4 COMMUNITY EVENTS: SEE STATEMENT 25	
	220,757.

Part IX-B Summary of Program-Related Investments

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

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

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	1,745,590.
c	Fair market value of all other assets	1c	93,896,287.
d	Total (add lines 1a, b, and c)	1d	95,641,877.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	95,641,877.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,434,628.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	94,207,249.
6	Minimum investment return. Enter 5% of line 5	6	4,710,362.

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

1	Minimum investment return from Part X, line 6	1	4,710,362.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	57,126.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	57,126.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,653,236.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,653,236.
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	4,653,236.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,858,179.
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	2,186,560.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,044,739.
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	57,126.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,987,613.

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 (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,653,236.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009	4,169,243.			
d From 2010	1,451,830.			
e From 2011	642,662.			
f Total of lines 3a through e	6,263,735.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 6,044,739.				
a Applied to 2011, 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 2012 distributable amount	1,391,503.			4,653,236.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	7,655,238.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,655,238.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	4,169,243.			
c Excess from 2010	1,451,830.			
d Excess from 2011	642,662.			
e Excess from 2012	1,391,503.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

- b. Check box to indicate whether the foundation is a private operating foundation described in section**

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities**

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon.

- a "Assets" alternative test - enter
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

THOMAS W. BROWN, JR.

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

NONE

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

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

THOMAS W.BROWN, JR., 310 TOM WATSON WAY, THOMSON, GA 30824

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

APPLICATIONS ARE WEB BASED AND PROVIDED BY FOUNDATION AS NEEDED

- c Any submission deadlines**

GRANTS DUE APRIL 15/SCHOLARSHIPS DUE FEBRUARY 15

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

SEE STATEMENT 24

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
STATEMENT C-1 (CONTRIBUTIONS)	N/A	PUBLIC	EDUCATION	301,431.
STATEMENT C-2 (SCHOLARSHIPS)	N/A	PUBLIC	EDUCATION	2,188,767.
Total			▶ 3a	2,490,198.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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	PASSTHROUGH-MERCER GLOBAL MULTI-ASSET FND., LLC	P	VARIOUS	12/31/12
b	PASSTHROUGH-MERCER GLOBAL MULTI-ASSET FND., LLC-SE	P	VARIOUS	12/31/12
c	PASSTHROUGH-MERCER GLOBAL MULTI-ASSET FND., LLC	P	VARIOUS	12/31/12
d	PASSTHROUGH-MERCER GLOBAL MULTI-ASSET FND., LLC-SE	P	VARIOUS	12/31/12
e	PASSTHROUGH-MERCER PIP II, LP	P	VARIOUS	12/31/12
f	PASSTHROUGH-MERCER PIP II, LP-SEC.1256	P	VARIOUS	12/31/12
g	PASSTHROUGH-MERCER PIP II, LP-SEC.1256	P	VARIOUS	12/31/12
h	PASSTHROUGH-MERCER PIP II, LP	P	VARIOUS	12/31/12
i	PASSTHROUGH-MERCER PIP II, LP -SEC. 1231 GAIN	P	VARIOUS	12/31/12
j	PASSTHROUGH-MONTAUK TRIGUARD FND V,LP	P	VARIOUS	12/31/12
k	PASSTHROUGH-MONTAUK TRIGUARD FND V,LP-SEC. 1256	P	VARIOUS	12/31/12
l	PASSTHROUGH-MONTAUK TRIGUARD FND V,LP	P	VARIOUS	12/31/12
m	PASSTHROUGH-MONTAUK TRIGUARD FND V,LP-SEC. 1256	P	VARIOUS	12/31/12
n	PASSTHROUGH-MONTAUK TRIGUARD FND V,LP-SEC. 1231	P	VARIOUS	12/31/12
o	CLASS ACTION: TYCO INTERNATIONAL GROUP	P	VARIOUS	01/23/12

(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 375,959.			375,959.
b 964,442.			964,442.
c 1,198,355.			1,198,355.
d 1,446,664.			1,446,664.
e 7,056.			7,056.
f -450.			-450.
g -676.			-676.
h 36,679.			36,679.
i 287.			287.
j 5,179.			5,179.
k -32.			-32.
l 1,562.			1,562.
m -56.			-56.
n 1,601.			1,601.
o 386.			386.

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

(i) FMV 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			375,959.
b			964,442.
c			1,198,355.
d			1,446,664.
e			7,056.
f			-450.
g			-676.
h			36,679.
i			287.
j			5,179.
k			-32.
l			1,562.
m			-56.
n			1,601.
o			386.

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

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

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	CLASS ACTION: AOL TIME WARNER	P	VARIOUS	05/10/12
b	CLASS ACTION: COMVERSER TECHNOLOGY	P	VARIOUS	07/31/12
c	CLASS ACTION: ENRON	P	VARIOUS	08/30/12
d	CLASS ACTION: MAXIM INTERGRATED PRODUCTS	P	VARIOUS	11/29/12
e	CLASS ACTION: AOL TIME WARNER	P	VARIOUS	12/04/12
f	CLASS ACTION: MICRON TECHNOLOGY	P	VARIOUS	12/06/12
g	CLASS ACTION: COMVERSER TECHNOLOGY	P	VARIOUS	12/20/12
h	CLASS ACTION: MAXIM INTERGRATED PRODUCTS	P	VARIOUS	12/20/12
i	LITIGATION;	P	VARIOUS	12/31/12
j	CAPITAL GAINS DIVIDENDS			
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 136.			136.
b 19,418.			19,418.
c 19,856.			19,856.
d 300.			300.
e 50.			50.
f 1,996.			1,996.
g 32,503.			32,503.
h 4,370.			4,370.
i 10.			10.
j 54,497.			54,497.
k			
l			
m			
n			
o			

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

(i) FMV 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			136.
b			19,418.
c			19,856.
d			300.
e			50.
f			1,996.
g			32,503.
h			4,370.
i			10.
j			54,497.
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	4,170,092.
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 DEPRECIATION AND AMORTIZATION DETAIL

BOY					
	Placed in Service	Life or rate	Cost or other basis	Accum Deprec	Current year deduction
Foundation House	1997	S/L 39 YRS	200,000.00	72,007.89	5,128.21
Hickory Hill Houses	2000	S/L 39 YRS	178,202.00	50,452.40	4,569.28
TRR Cobb House	Various	S/L 39 YRS	400,000.00	42,735.04	10,256.41
Building & Equipment	Pre 1993		20,848.00	20,848.00	
Goodrum House	Various	S/L 39 YRS	732,944.00	48,549.72	
Bldg. Imp. Foundation	Various	S/L 39 YRS	734,928.27	153,997.61	18,844.33
Bldg. Imp. Hickory Hill	Various	S/L 39 YRS	2,606,561.27	639,115.94	67,128.62
Bldg. Imp. - Cottages	Various	S/L 39 YRS	454,998.24	93,473.69	11,666.61
Bldg. Imp. - Cottages	2012	S/L 39 YRS	57,228.46		1,011.20
Bldg. Imp. - Radio Station	Various	S/L 39 YRS	8,450.00	1,111.18	216.67
Bldg. Imp. - TRR Cobb House	Various	S/L 39 YRS	2,915,795.00	366,171.52	74,763.97
Furniture & Fixtures	Various	S/L 10 YRS	465,233.59	382,217.85	34,417.31
Furniture & Fixtures	2012	S/L 10 YRS	930.89		93.09
Furniture & Fixtures-Goodrum House	Various	S/L 10 YRS	120,000.00	26,166.66	
Furniture & Fixtures - TRRC House	Various	S/L 10 YRS	164,086.14	51,896.26	16,655.75
Furniture & Fixtures - TRRC House	2012	S/L 10 YRS	16,493.00		801.79
Landscape Improvements	Various	S/L 15 YRS	190,565.21	108,581.90	12,704.35
Landscape Imp.-Monroe	Various	S/L 15 YRS	598,850.65	376,544.42	39,923.36
Landscape Imp.-Monroe	2012	S/L 15 YRS	3,138.71		107.66
Landscape Imp. - Trrc House	Various	S/L 15 YRS	29,242.22	9,584.94	1,949.48
Computer/Equipment	Various	S/L 5 YRS	78,876.78	71,790.01	2,862.60
Computer/Equipment	2012	S/L 5 YRS	4,144.89		425.88
Lawn Equipment and other	Various	S/L 10 YRS	94,699.30	63,236.88	9,085.33
Computer/Equipment - TRR	Various	S/L 5 YRS	11,347.61	11,148.77	198.84
TOTAL			10,087,564.23	2,589,630.68	312,810.74

2,902,441.42

Recipients Name and Address	Relationship	Status	Purpose	Amount
James F. Byrnes Foundation	Columbia, SC	N/A	Public Scholarship Funding	20,000
The Historical Society	Boston, MA	N/A	Public Endowment program	100,000
UNC Press	Chapel Hill, NC	N/A	Public Grant for Journal of Civil War Era	5,000
GA College & State University Foundation	Milledgeville, GA	N/A	Public General	5,000
University of South Carolina Research Foundation	Columbia, SC	N/A	Public William Gilmore Papers	83,645
Historic Augusta, Inc	Augusta, GA	N/A	Public Plaster repair - boyhood home Woodrow Wilson	5,775 <1>
Friends of Robert Toombs Historical Site	Washington, GA	N/A	Public Grant for Preservation	6,250 <1>
McCormick Arts Council At the Keturah	McCormick, SC	N/A	Public Roof Repairs	12,300 <1>
Aiken County Historical Society	Aiken, SC	N/A	Public Historical Marker	2,075 <1>
Augusta Museum of History	Augusta, GA	N/A	Public Conservation Materials	6,600 <1>
The Friends of the Cannonball House Inc	Macon, GA	N/A	Public Walls & Panels	825 <3>
Flannery O'Connor-Andalusia Foundation	Milledgeville, GA	N/A	Public Stabilization of Structural System	10,000 <3>
Georgia 4-H Foundation	Georgia Chapter	N/A	Public Interpretive Support Structures	3,445 <3>
Georgia Old Capital Museum Society, Inc	Milledgeville, GA	N/A	Public Historic Exhibition	3,925 <3>
Morgan County Foundation, Inc	Madison, GA	N/A	Public Oral Histories	5,600 <3>
Steffen Thomas Museum and Archives	Buckhead, GA	N/A	Public Interpretive Panels	950 <3>
Washington Co. Historical Society	Sandersville, GA	N/A	Public Grant for repairs	7,375 <3>
William Harris Homestead Foundation, Inc	Monroe, GA	N/A	Public Rewiring historic property	7,900 <4>
Chestnut Grove School House Committee, Inc	Athens, GA	N/A	Public Restoration of historic school	8,900 <4>
Friends of the Fort	Alto, GA	N/A	Public Fort Hollingsworth-White House	10,000 <4>
Athens Clarke Heritage Foundation	Athens, GA	N/A	Public Video of Historic Properties	2,000 <4>
Athens Clarke Heritage Foundation	Athens, GA	N/A	Public Church-Waddell-Brumby House	4,155 <4>
Memorials		N/A	Public In memory of friends and family	1,100 <5>
Various Refunds		N/A	Public Refunds based on fund agreements	(11,389)
TOTAL CONTRIBUTIONS				301,431

- <1> The Thomson Junior Board is a group of 15 to 16 high school students chosen to participate in research and the granting of funds to a public historical restoration projects. The board is given between \$33,000 a year to distribute. Candidates for the grants must meet public and non-profit status as laid out for the Watson-Brown Foundation.
- <2> As part of the MBA/Monroe Kimbrel Endowment program the student awarded the scholarship will work at the Federal Reserve Bank and the Foundation will pay 1/2 of the students salary.
- <3> The Milledgeville Junior Board is a group of 15 to 16 high school students chosen to participate in research and the granting of funds to a public historical restoration projects. The board is given \$33,000 a year to distribute. Candidates for the grants must meet public and non-profit status as laid out for the Watson-Brown Foundation.
- <4> The Athens Junior Board is a group of 15 to 16 high school students chosen to participate in research and the granting of funds to a public historical restoration projects. The board is given \$33,000 a year to distribute. Candidates for the grants must meet public and non-profit status as laid out for the Watson-Brown Foundation.
- <5> Donations made to various charities in memory of friends and family.

WATSON-BROWN FOUNDATION, INC.
12/31/2012

23-7097393

FORM 990-PF

GRANTS and CONTRIBUTIONS

STATEMENT C-2

COLLEGE	LOCATION	SCHOLARSHIPS
ABRAHAM BALDWIN AGRICULTURAL COLLEGE	TIFTON, GA	9,000
AGNES SCOTT COLLEGE	DECATUR, GA	6,850
ALABAMA STATE UNIVERSITY	MONTGOMERY, AL	1,500
ALBANY STATE UNIVERSITY	ALBANY, GA	7,500
ANDERSON UNIVERSITY	ANDERSON, SC	25,500
ANDERSON UNIVERSITY	ANDERSON, SC	1,500
APPALACHIAN STATE UNIVERSITY	BOONE, NC	1,500
ARMSTRONG ATLANTIC STATE UNIVERSITY	SAVANNAH, GA	18,000
AUBURN UNIVERSITY	AUBURN, AL	4,500
AUGUSTA STATE	AUGUSTA, GA	151,473
BELHAVEN UNIVERSITY	JACKSON, MS	3,000
BELMONT ABBEY COLLEGE	BELMONT, NC	7,500
BEREA COLLEGE	BEREA, KY	1,500
BERRY COLLEGE	MT. BERRY, GA	10,500
BOSTON COLLEGE	NEW YORK, NY	3,000
BRENAU UNIVERSITY	GAINESVILLE, GA	6,000
BREVARD COLLEGE	BREVARD, NC	1,500
BRIGHAM YOUNG UNIVERSITY	PROVO, UT	6,000
BROWN UNIVERSITY	PROVIDENCE, RI	1,500
CARNEGIE MELLON UNIVERSITY	PITTSBURGH, PA	14,000
CHARLESTON SOUTHERN UNIVERSITY	CHARLESTON, SC	3,000
CITADEL	CHARLESTON, SC	1,000
CLAYTON COLLEGE & STATE UNIVERSITY	CLAYTON, GA	7,500
CLEMSON UNIVERSITY	CLEMSON, SC	252,000
COASTAL CAROLINA UNIVERSITY	CONWAY, SC	1,500
COLGATE UNIVERSITY	HAMILTON, NY	3,000
COLLEGE OF CHARLESTON	CHARLESTON, SC	72,500
COLLEGE OF COASTAL GEORGIA	BRUNSWICK, GA	1,500
COLLEGE OF HOLY CROSS	WORCESTER, MA	1,500
COLUMBIA COLLEGE	COLUMBIA, SC	7,500
COLUMBIA INTERNATIONAL UNIVERSITY	COLUMBIA, SC	4,500
COLUMBIA UNIVERSITY	NEW YORK, NY	3,000
CONVERSE COLLEGE	SPARTANBURG, SC	18,749
COVENANT COLLEGE	LOOKOUT MOUNTAIN, GA	4,000
DAVIDSON COLLEGE	DAVIDSON, NC	10,500
DRURY UNIVERSITY	SPRINGFIELD, MO	3,000
DUKE UNIVERSITY	DURHAM, NC	15,000
EMORY UNIVERSITY	ATLANTA, GA	12,000
FLAGLER COLLEGE	ST. AUGUSTINE, FL	3,000
FORT VALLEY STATE UNIVERSITY	FORT VALLEY, GA	18,000
FRANCIS MARION UNIVERSITY	FLORENCE, SC	3,000
FURMAN UNIVERSITY	GREENVILLE, SC	61,000
GAINESVILLE STATE COLLEGE	GAINESVILLE, GA	1,500
GARDNER-WEBB UNIVERSITY	BOILING SPRINGS, NC	3,000
GEORGE WASHINGTON UNIVERSITY	WASHINGTON, DC	3,000

WATSON-BROWN FOUNDATION, INC.
12/31/2012

23-7097393

FORM 990-PF

GRANTS and CONTRIBUTIONS

STATEMENT C-2

COLLEGE	LOCATION	SCHOLARSHIPS
GEORGIA COLLEGE AND STATE UNIVERSITY	MILLEDGEVILLE, GA	40,500
GEORGIA GWINNETT COLLEGE	LAWRENCEVILLE, GA	3,000
GEORGIA HEALTH SCIENCES UNIVERSITY	AUGUSTA, GA	9,000
GEORGIA INSTITUTE OF TECHNOLOGY	ATLANTA, GA	129,000
GEORGIA SOUTHERN UNIVERSITY	STATESBORO, GA	87,000
GEORGIA STATE UNIVERSITY	ATLANTA, GA	33,000
GORDON COLLEGE	BARNESVILLE, GA	1,500
HAMILTON COLLEGE	CLINTON, NY	1,500
HAMPTON UNIVERSITY	HAMPTON, VA	3,000
HARVARD UNIVERSITY	CAMBRIDGE, MA	13,000
HARVEY MUDD COLLEGE	CLAREMONT, CA	1,500
HENDRIX COLLEGE	CONWAY, AR	3,000
HIGHER ONE, INC	ATLANTA, GA	6,000
HOWARD UNIVERSITY	WASHINGTON, DC	3,000
JACKSON STATE UNIVERSITY	JACKSON, MI	1,500
JOHNS HOPKINS UNIVERSITY	BALTIMORE, MD	1,500
KENNESAW STATE UNIVERSITY	KENNESAW, GA	3,000
KENYON COLLEGE	GAMBIER, OH	5,000
KING COLLEGE	NEW YORK, NY	3,000
LANDER UNIVERSITY	GREENWOOD, SC	13,500
LEE UNIVERSITY	CLEVELAND, TN	1,500
LIMESTONE COLLEGE	GAFFNEY, SC	4,500
MCDANIEL COLLEGE	WESTMINSTER, MD	1,500
MEDICAL COLLEGE OF GEORGIA	AUGUSTA, GA	7,500
MERCER UNIVERSITY	MACON, GA	24,000
METROPOLITAN STATE COLLEG OF DENVER	DENVER, CO	1,500
MISSISSIPPI STATE UNIVERSITY	MISSISSIPPI STATE, MS	1,500
MOREHOUSE COLLEGE	ATLANTA, GA	4,500
MOUNT HOLYOKE COLLEGE	SOUTH HADLEY, MA	1,500
MOUNT ST. MARY'S UNIVERSITY	EMMITSBURG, MA	1,500
MUSC	CHARLSTON, SC	6,000
NEW YORK UNIVERSITY	NEW YORK, NY	7,000
NEWBERRY COLLEGE	NEWBERRY, SC	7,500
NORTH CAROLINA STATE UNIVERSITY	RALEIGH, NC	1,500
NORTH GEORGIA COLLEGE & STATE UNIVERSITY	DAHLONEGA, GA	7,500
NORTH GREENVILLE UNIVERSITY	GREENVILLE, SC	24,000
NORTHEASTERN UNIVERSITY	BOSTON, MA	3,000
NORTHWESTERN UNIVERSITY	EVANSTON, IL	7,500
OGLETHORPE UNIVERSITY	ATLANTA, GA	1,500
OHIO STATE UNIVERSITY	COLUMBUS, OH	1,500
PAINE COLLEGE	AUGUSTA, GA	3,000
PALM BEACH ATLANTIC UNIVERSITY	WEST PALM BEACH, FL	1,500
PEPPERDINE UNIVERSITY	MALIBU, CA	1,500
PRESBYTERIAN COLLEGE	CLINTON, SC	22,500
PRINCETON UNIVERSITY	PRINCETON, NJ	3,000

WATSON-BROWN FOUNDATION, INC.
12/31/2012

23-7097393

FORM 990-PF

GRANTS and CONTRIBUTIONS

STATEMENT C-2

COLLEGE	LOCATION	SCHOLARSHIPS
RHODES COLLEGE	MEMPHIS, TN	3,000
RICE UNIVERSITY	HOUSTON, TX	1,500
SAMFORD UNIVERSITY	BIRMINGHAM, AL	17,000
SAVANNAH COLLEGE OF ART & DESIGN	SAVANNAH, GA	7,500
SAVANNAH STATE	SAVANNAH, GA	10,500
SEWANEE UNIVERSITY OF THE SOUTH	SEWANEE, TN	9,000
SHORTER COLLEGE	ROME, GA	6,000
SIMMONS COLLEGE	BOSTON, MA	1,500
SODEXO	GAITHERSBURG, MD	2,250
SOUTH CAROLINA STATE UNIVERSITY	ORANGEBURG, SC	3,400
SOUTHERN POLYTECHNIC STATE UNIVERSITY	MARIETTA, GA	3,000
SPELMAN COLLEGE	ATLANTA, GA	4,500
STANFORD UNIVERSITY	STANFORD, CA	8,000
SWARTHMORE COLLEGE	SWARTHMORE, PA	3,000
TENNESSEE TECHNOLOGICAL UNIVERSITY	COOKEVILLE, TN	1,500
TEXAS A&M	COLLEGE STATION, TX	5,000
TOCCOA FALLS COLLEGE	STEPHENS, GA	1,500
TRUETT-MCCONNELL COLLEGE	CLEVELAND, GA	3,000
TUSKEGEE UNIVERSITY	TUSKEGEE, AL	3,000
UNIVERSITY OF NOTRE DAME	SOUTH BEND, IN	6,500
UNIVERSITY OF CHICAGO	CHICAGO, IL	2,500
UNIVERSITY OF ALABAMA	TUSCALOOSA, AL	8,000
UNIVERSITY OF ALABAMA	HUNTSVILLE, AL	3,000
UNIVERSITY OF ARKANSAS PINE BLUFF	PINE BLUFF, AR	1,500
UNIVERSITY OF CENTRAL MISSOURI	WARRENSBURG, MO	1,500
UNIVERSITY OF GEORGIA	ATHENS, GA	248,645
UNIVERSITY OF ILLINOIS AT URBANA	CHAMPAIGN, IL	1,500
UNIVERSITY OF MARYLAND	BALTIMORE, MD	2,500
UNIVERSITY OF MICHIGAN	ANN ARBOR, MI	3,000
UNIVERSITY OF MISSOURI	ST. LOUIS, MI	3,000
UNIVERSITY OF NORTH CAROLINA	ASHVILLE, NC	3,000
UNIVERSITY OF NORTH CAROLINA	CHAPEL HILL, NC	7,500
UNIVERSITY OF NORTH CAROLINA	WILMINGTON, NC	1,500
UNIVERSITY OF OKLAHOMA	NORMAN, OK	2,500
UNIVERSITY OF PENNSYLVANIA	PHILADELPHIA, PA	6,500
UNIVERSITY OF PITTSBURGH	BRADFORD, PA	5,000
UNIVERSITY OF RICHMOND	RICHMOND, VA	3,000
UNIVERSITY OF SOUTH CAROLINA	COLUMBIA, SC	175,300
UNIVERSITY OF SOUTH CAROLINA	AIKEN, SC	48,000
UNIVERSITY OF SOUTH CAROLINA	BEAUFORT, SC	1,500
UNIVERSITY OF SOUTH CAROLINA	SPARTANBURG, SC	34,500
UNIVERSITY OF SOUTH CAROLINA - BPF	COLUMBIA, SC	1,600
UNIVERSITY OF TAMPA	TAMPA, FL	6,000
UNIVERSITY OF TENNESSEE	KNOXVILLE, TN	3,000
UNIVERSITY OF TEXAS	AUSTIN, TX	3,000

WATSON-BROWN FOUNDATION, INC
12/31/2012

23-7097393

FORM 990-PF

GRANTS and CONTRIBUTIONS

STATEMENT C-2

COLLEGE	LOCATION	SCHOLARSHIPS
UNIVERSITY OF VIRGINIA	CHARLOTTESVILLE, VA	1,500
UNIVERSITY OF WEST GA	CARROLLTON, GA	9,000
VALDOSTA STATE UNIVERSITY	VALDOSTA, GA	16,500
VANDERBILT UNIVERSITY	NASHVILLE, TN	24,000
VIRGINIA POLYTECHNIC INST.	BLACKSBURG, VA	3,000
WAKE FOREST UNIVERSITY	WINSTON-SALEM, NC	7,500
WASHINGTON AND LEE UNIVERSITY	LEXINGTON, VA	9,500
WELLESLEY COLLEGE	WELLESLEY, MA	4,500
WESLEYAN COLLEGE	MACON, GA	3,000
WHEATON COLLEGE	WHEATON, IL	3,000
WILLIAMS COLLEGE	WILLIAMSTOWN, MA	1,500
WINGATE UNIVERSITY	WINGATE, NC	3,000
WINTHROP UNIVERSITY	ROCK HILL, SC	16,500
WOFFORD COLLEGE	SPARTANBURG, SC	95,000
YALE UNIVERSITY	NEW HAVEN, CT	8,000
TOTAL SCHOLARSHIPS		2,188,767

PART IX-A, LINE 1: SCHOLARSHIPS –

THE FOUNDATION SUPPORTS HIGHER EDUCATION BY DIRECTLY ADMINISTERING ITS OWN COLLEGE SCHOLARSHIP PROGRAM. SCHOLARSHIPS ARE NEED AND MERIT BASED. SCHOLARSHIPS ARE AWARDED TO STUDENTS FROM THE CENTRAL SAVANNAH RIVER AREA OF SOUTH CAROLINA AND GEORGIA. STUDENTS MUST MAINTAIN A 3.0 HIGH SCHOOL GPA AND A 3.0 COLLEGE GPA. FOR THE 2011-2012 SCHOOL YEAR 214 STUDENTS WERE AWARDED SCHOLARSHIPS, AS WELL AS 217 STUDENTS FOR THE 2009-2010 SCHOOL YEAR. THE FOUNDATION HAS AWARDED AN AVERAGE OF 221 SCHOLARSHIPS PER YEAR FOR THE PAST 3 YEARS. THE STARTING SCHOOL YEAR FOR THE AVERAGE WAS 2009-2010.

PART IX-A, LINE 2: HOUSE MUSEUMS AND RESTORATION-

THE FOUNDATION OPERATES THREE HISTORIC HOUSE MUSEUMS, AS WELL AS GARDENS USED FOR OUTDOOR CLASSROOMS. THE HOUSE MUSEUMS ARE OPERATED TO FURTHER EDUCATION ABOUT THOMAS E. WATSON AND THE TIMES IN WHICH HE LIVED. TOURS OF THE PROPERTIES AND EDUCATIONAL PROGRAMMING ARE CONDUCTED TO PROMOTE SUCH EDUCATION. THE OUTDOOR CLASSROOMS ARE USED BY THE LOCAL AREA SCHOOLS FOR LEARNING ABOUT REGIONAL ECOLOGY IN CONJUNCTION WITH HISTORICAL EVENTS AND LIFE IN THE SOUTH. RESTORATION INCLUDES CURRENT PROPERTIES AS WELL AS ON GOING PURCHASES OF HISTORICAL PROPERTIES FOR RESTORATION.

PART IX-A, LINE 3: SYMPOSIA & SEMINARS-

THE FOUNDATION CONDUCTS SYMPOSIA, SEMINARS AND ACADEMIC CONFERENCES, AS WELL AS SUPPORTING HISTORICAL BOOK PUBLISHING. THE SYMPOSIA AND SEMINARS ARE ACADEMIC IN NATURE. THEY ARE CONDUCTED FOR THE BENEFIT OF CONTINUED LEARNING AND REFLECTION. THE SYMPOSIA AND SEMINARS COVER SCHOLARLY TOPICS THAT ARE DISTINCTLY SOUTHERN. THE FOUNDATION HOSTED, FUNDED AND/OR CONDUCTED FOUR SUCH SEMINARS FOR THE 2012 TAX YEAR. FOR THE 2012 TAX YEAR THE FOUNDATION SUPPORTED ONE SUCH BOOK PROJECTS.

PART IX-A, LINE 4: COMMUNITY EVENTS-

THE FOUNDATION SUPPORTS AND FUNDS COMMUNITY EVENTS. THESE COMMUNITY EVENTS PROMOTE EDUCATION AND AWARENESS OF THE LOCAL HISTORY. THE EVENTS ALSO PROVIDE EDUCATION FOR CHILDREN AND YOUNG ADULTS IN PRACTICAL KNOWLEDGE OF MANY DIFFERENT AREAS THAT RELATE TO HISTORICAL PRESERVATION. EVENTS FOR THE 2011 TAX YEAR EXPLORED THE VALUE OF AGRICULTURE AND ARCHAEOLOGY THROUGH CAMPS AND FESTIVALS.

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

SOURCE	AMOUNT
SUNTRUST BANK	189.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	189.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PASSTHROUGH - COMMONFUND REALTY INVESTORS, LLC	3.	0.	3.
PASSTHROUGH - MERCER GLOBAL MULTI-ASSET FUND, LLC	2,875.	0.	2,875.
PASSTHROUGH - MERCER GLOBAL MULTI-ASSET FUND, LLC	1,872,758.	0.	1,872,758.
PASSTHROUGH - MERCER PRIVATE INVESTMENT PARTNERS II,LP	13,553.	0.	13,553.
PASSTHROUGH - MERCER PRIVATE INVESTMENT PARTNERS II,LP	5,675.	0.	5,675.
PASSTHROUGH - MONTAUK TRIGUARD FUND V,LP	2,978.	0.	2,978.
PASSTHROUGH - MONTAUK TRIGUARD FUND V,LP	2,026.	0.	2,026.
PASSTHROUGH - PORTFOLIO ADVISORS PRIVATE EQUITY FUND, VII	16,777.	0.	16,777.
US BANK - NOMINEE	59.	0.	59.
VANGUARD INFLATION PROTECTED SEC. FND	213,281.	54,497.	158,784.
TOTAL TO FM 990-PF, PART I, LN 4	2,129,985.	54,497.	2,075,488.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BUILDING - HICKORY HILL DR, THOMSON, GA	1	14,050.
LAND RENTAL - HICKORY HILL FARM	2	675.
TOTAL TO FORM 990-PF, PART I, LINE 5A		14,725.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 4

INCOME

1. GROSS RECEIPTS	1,108	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		1,108
4. COST OF GOODS SOLD (LINE 15)	401	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		707
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		707

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	9,104	
9. MERCHANDISE PURCHASED	1,131	
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		10,235
14. INVENTORY AT END OF YEAR	9,834	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		401

FORM 990-PF

OTHER INCOME

STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH-MERCER PIP II,LP-ORD. INCOME	-24.	-24.	
PASSTHROUGH-MERCER PIP II,LP-RENTAL REAL ESTATE	113.	113.	
PASSTHROUGH-MERCER PIP II,LP-ROYALTIES	8,165.	8,165.	
PASSTHROUGH-MERCER PIP II,LP-OTHER INCOME	112.	112.	
PASSTHROUGH-MONTAUK TRIGUARD FUND V,LP-ORD. INCOME	-11,057.	-11,057.	
PASSTHROUGH-MONTAUK TRIGUARD FUND V,LP-OTHER INCOME	-71.	-71.	
PASSTHROUGH-MONTAUK TRIGUARD FUND V,LP-ROYALTIES	23.	23.	
PASSTHROUGH-MONTAUK TRIGUARD FUND V,LP-COD	11.	11.	
PASSTHROUGH-MONTAUK TRIGUARD FUND V,LP-OTHER PORTFOLIO INC.	63.	63.	
PASSTHROUGH-MONTAUK TRIGUARD FUND V,LP-OTHER INCOME	4,919.	4,919.	
PASSTHROUGH-MERCER GLOBAL FUND - ORD. INCOME	76,669.	76,669.	
HICKORY HILL MUSEUM TOUR	159.	0.	
SUMMER CAMPS	1,440.	0.	
WORKSHOPS	91.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	80,613.	78,923.	

FORM 990-PF

LEGAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,258.	0.		1,258.
TO FM 990-PF, PG 1, LN 16A	1,258.	0.		1,258.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	33,500.	25,125.		8,375.
TO FORM 990-PF, PG 1, LN 16B	33,500.	25,125.		8,375.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES - MERCER	147,331.	147,331.		0.
TO FORM 990-PF, PG 1, LN 16C	147,331.	147,331.		0.

FORM 990-PF

TAXES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAX	7,677.	1,919.		5,758.
PAYROLL TAX	48,887.	4,722.		44,165.
EXCISE TAX	35,000.	0.		0.
FOREIGN TAXES PAID	29,199.	29,199.		0.
TO FORM 990-PF, PG 1, LN 18	120,763.	35,840.		49,923.

FORM 990-PF

OTHER EXPENSES

STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS & MAINTENANCE	52,507.	13,127.		39,380.
TELEPHONE	30,998.	7,749.		23,249.
SECURITY SYSTEM	2,120.	530.		1,590.
SUPPLIES	3,277.	819.		2,458.
DUES & SUBSCRIPTIONS	4,574.	1,143.		3,431.
PROPERTY INSURANCE	34,385.	5,596.		28,789.
OFFICE EQUIPMENT LEASES	6,678.	1,670.		5,008.
POSTAGE & DELIVERY	3,761.	940.		2,821.
CLEANING & LANDSCAPE EXPENSE	42,762.	10,690.		32,072.
UTILITIES	87,229.	21,807.		65,422.
MEALS & ENTERTAINMENT (50% DEDUCTIBLE)	4,923.	1,231.		3,692.
MEALS & ENTERTAINMENT (50% NONDEDUCTIBLE)	4,924.	0.		3,693.
COMPUTER & WEBSITE EXPENSE	12,231.	3,058.		9,173.
EMPLOYMENT SCREENING	184.	0.		184.
OFFICE EXPENSES	10,887.	2,722.		8,165.
GROUPS EQUIPMENT REPAIRS AND MAINT.	14,074.	3,518.		10,556.
INSURANCE	76,919.	8,461.		68,458.
D & O INSURANCE	6,770.	677.		6,093.
TURCK INSURANCE	3,323.	831.		2,492.
PORTFOLIO EXPENSES - COMMONFUND REALTY INVESTORS, LLC	9,581.	9,581.		0.
SPECIAL EVENTS - COMMUNITY/SOUTHERN STUDIES/EDUCATIONAL	141,117.	0.		141,117.
UNIFORMS	217.	0.		217.
EDUCATION & SAFETY	259.	65.		194.
BANK FEES	615.	308.		307.
NON-DEDUCTABLE EXPENSES	42.	0.		0.
CORPORATE REGISTRATION	100.	0.		100.
PASSTHROUGH EXPENSES - MERCER PIP II,LLC	120,561.	120,561.		0.
PORTFOLIO FEES - MERCER GLOBAL MUTLI ASSET FUND	76,181.	76,181.		0.
STORAGE/MOVERS	2,165.	210.		1,955.
CONSULTANT FEES	940.	0.		940.
PASSTHROUGH EXPENSES - MONTAUK TRIGUARD FND V,LP	5,783.	5,783.		0.
CONSERVATION	5,473.	0.		5,473.
TO FORM 990-PF, PG 1, LN 23	765,560.	297,258.		467,029.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMONFUND REALTY INVESTMENT, LLC	COST	5,565,585.	730,598.
TIMBER	COST	2,233,522.	1,283,131.
LAND	COST	117,913.	146,250.
MERCER GLOBAL MULTI-ASSET FUND, LLC	COST	64,300,429.	68,802,029.
VANGAURD INFLATION MUTUAL FUND	COST	5,029,688.	5,762,198.
HAMMOND ACCESS HEDGE FUND	COST	11,000,000.	12,180,598.
MERCER PRIVATE INVESTMENT PARTNER II, LP	COST	1,697,874.	1,783,417.
MONTAUK TRIGUARD FUND V LP	COST	233,801.	295,354.
PORTFOLIO ADVISORS PRIVATE EQUITY FUND VII	COST	399,725.	403,965.
TOTAL TO FORM 990-PF, PART II, LINE 13		90,578,537.	91,387,540.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SEE SCHEDULE ATTACHED	9,354,619.	2,853,891.	6,500,728.
LAND	1,293,951.	0.	1,293,951.
TOTAL TO FM 990-PF, PART II, LN 14	10,648,570.	2,853,891.	7,794,679.

FORM 990-PF

OTHER ASSETS

STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK	150,080.	150,080.	150,080.
OTHER ASSETS	2,116.	1,365.	1,365.
TIMBER - HARDWOOD	208,883.	208,883.	110,524.
HICKORY HILL LIBRARY	40,001.	40,001.	40,001.
CONSTRUCTION IN PROGRESS	0.	6,727,093.	6,727,093.
TO FORM 990-PF, PART II, LINE 15	401,080.	7,127,422.	7,029,063.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
-------------	-------------------	--------------

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	5,584.	61.
SALES TAX PAYABLE	57.	95.
TOTAL TO FORM 990-PF, PART II, LINE 22	5,641.	156.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
R. BYRON ATTRIDGE 191 PEACHTREE STREET, SUITE 4900 ATLANTA, GA 30303	TRUSTEE 2.50	12,000.	0.	0.
THOMAS W. BROWN, JR. 753 BRADBERRY CREEK EVANS, GA 30809	PRESIDENT 50.00	168,754.	0.	0.
WYCHE FOWLER, JR 199 FOURTEENTH ST., APT. 1202 ATLANTA, GA 30309	TRUSTEE 2.50	11,500.	0.	0.
JOHN WOODHAM 159 E. WESLEY RD. ATLANTA, GA 30305	TRUSTEE 2.50	11,500.	0.	0.
JOAB LESESNE P.O. BOX 79 SUNSET, SC 29685	TRUSTEE 2.50	12,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		215,754.	0.	0.

990-PF

216261
05-01-12 # - Current year section 179 (D) - Asset disposed

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 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.	Employer identification number (EIN) or
	WATSON-BROWN FOUNDATION, INC.	23-7097393
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions	310 TOM WATSON WAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	THOMSON, GA 30824-0037	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

THOMAS W. BROWN, JR.

- The books are in the care of ► **310 TOM WATSON WAY - THOMSON, GA 30824-0037**

Telephone No. ► **706-595-8886**

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 **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending

- 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	\$ 188,863.
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	\$ 123,863.
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	\$ 65,000.

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. 1-2013)

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

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).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions WATSON-BROWN FOUNDATION, INC.	Employer identification number (EIN) or 23-7097393
	Number, street, and room or suite no. If a P.O. box, see instructions. 310 TOM WATSON WAY	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. THOMSON, GA 30824-0037		

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	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.

THOMAS W. BROWN, JR.

• The books are in the care of **310 TOM WATSON WAY - THOMSON, GA 30824-0037**

Telephone No. **706-595-8886**

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 **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning , and ending .

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 **SEE STATEMENT 4**

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	\$	188,863.
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	\$	188,863.
c Balance due. 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 **Ronald Brown**

Title **CPA**

Date **8-12-13**

Form 8868 (Rev. 1-2013)

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT 4

EXPLANATION

ALL INFORMATION NECESSARY TO PREPARE THE RETURN HAS BEEN RECEIVED WITH THE EXCEPTION OF A K-1 THAT WILL NOT BE RECEIVED UNTIL AFTER AUGUST 15, 2013, THEREFORE, WE ARE REQUESTING AN ADDITIONAL EXTENSION OF TIME TO NOVEMBER 15, 2013.