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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
WILLIAM HOWARD FLOWERS JR FOUNDATION INC

A Employer identification number
58-1399036

Number and street (or P O box number if mail is not delivered to street address) PO BOX 6100
Room/suite

B Telephone number (see instructions)
(229) 225-5454

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 74,908,885

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(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 ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	388,866			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	45,424	45,424		
	4	Dividends and interest from securities.	1,859,738	1,859,738		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	481,769			
	b	Gross sales price for all assets on line 6a 1,450,857				
	7	Capital gain net income (from Part IV, line 2) . . .		481,769		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,775,797	2,386,931		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	34,577	0		34,577
	14	Other employee salaries and wages	17,288	0		17,288
	15	Pension plans, employee benefits	13,217	0		13,217
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	11,660	5,830		5,830
	c	Other professional fees (attach schedule)	47,351	23,676		23,675
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	111,064	1,994		3,968
	19	Depreciation (attach schedule) and depletion . . .	912	0		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule).	7,461	0		7,461
	24	**Total operating and administrative expenses.** Add lines 13 through 23	243,530	31,500		106,016
	25	Contributions, gifts, grants paid.	3,450,501			3,450,501
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,694,031	31,500		3,556,517
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-918,234			
	b	**Net investment income** (if negative, enter -0-)		2,355,431		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2012)

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing	7,396	14,850	14,850
	2	Savings and temporary cash investments	2,510,035	2,362,921	2,362,921
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	40,000		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	54,194,915	65,576,845	65,576,845
	c	Investments—corporate bonds (attach schedule)	791,905	100,144	100,144
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,161,834	6,846,971	6,846,971
	14	Land, buildings, and equipment basis ▶ 9,554			
		Less accumulated depreciation (attach schedule) ▶ 2,400	684	7,154	7,154
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	63,706,769	74,908,885	74,908,885
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	63,706,769	74,908,885	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	63,706,769	74,908,885	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	63,706,769	74,908,885	

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	63,706,769
2	Enter amount from Part I, line 27a	2	-918,234
3	Other increases not included in line 2 (itemize) ▶	3	12,183,694
4	Add lines 1, 2, and 3	4	74,972,229
5	Decreases not included in line 2 (itemize) ▶	5	63,344
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	74,908,885

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	**2**	481,769
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		**3**	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (col (b) divided by col (c))
2011	3,123,309	66,183,486	0 047192
2010	2,823,381	57,628,153	0 048993
2009	2,624,422	52,493,020	0 049996
2008	2,964,983	61,628,612	0 048110
2007	2,754,306	55,537,400	0 049594

2	**Total** of line 1, column (d).	**2**	0 243885
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	**3**	0 048777
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	**4**	69,055,502
5	Multiply line 4 by line 3.	**5**	3,368,320
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	23,554
7	Add lines 5 and 6.	**7**	3,391,874
8	Enter qualifying distributions from Part XII, line 4.	**8**	3,563,899

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			**1**	23,554
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**	23,554
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**	23,554
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	**6a**	70,080		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**			
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			**7**	70,080
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			**8**	
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**	46,526
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	46,526	**Refunded** ▶	**11**	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	**2**		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	**11**		**No**
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**		**No**
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	**13**	**Yes**	

Website address ▶N/A

14 The books are in care of ▶MARLENE PEEPLES Telephone no ▶(229) 225-5454

Located at ▶PO BOX 6100 THOMASVILLE GA ZIP+4 ▶31792

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . . . . ▶ **15**

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?	**16**		**No**

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . .	**1b**		
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐			
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**		**No**
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . ☐ **Yes** ☑ **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.).*	**3b**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		**No**
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	**4b**		**No**

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**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? ☐ **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**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DAPHNE F WOOD 676 LIVE OAK LANE MONTICELLO, FL 31626	PRESIDENT 0 00	0	0	0
TALIAFERRO F CROZER 2970 FOXGLOVE ROAD WILSON, WY 83014	VICE-PRESIDENT 0 00	0	0	0
MAURY FLOWERS SHIELDS 210 EL BRILLO WAY PALM BEACH, FL 33480	TREASURER 0 00	0	0	0
KAYE REYNOLDS PO BOX 6100 THOMASVILLE, GA 31757	SECRETARY 40 00	34,577	8,846	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Total number of others receiving over $50,000 for professional services. . . . . ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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**	66,977,052
b	Average of monthly cash balances.			**1b**	3,130,057
c	Fair market value of all other assets (see instructions).			**1c**	0
d	**Total** (add lines 1a, b, and c).			**1d**	70,107,109
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**	70,107,109
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			**4**	1,051,607
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	69,055,502
6	**Minimum investment return.** Enter 5% of line 5.			**6**	3,452,775

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**	3,452,775
2a	Tax on investment income for 2012 from Part VI, line 5.	**2a**	23,554		
b	Income tax for 2012 (This does not include the tax from Part VI). . .	**2b**			
c	Add lines 2a and 2b.			**2c**	23,554
3	Distributable amount before adjustments Subtract line 2c from line 1.			**3**	3,429,221
4	Recoveries of amounts treated as qualifying distributions.			**4**	0
5	Add lines 3 and 4.			**5**	3,429,221
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**	3,429,221

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**	3,556,517
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**	7,382
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	**3a**	
b	Cash distribution test (attach the required schedule).	**3b**	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	**4**	3,563,899
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	**5**	23,554
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	**6**	3,540,345

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	**(b)** Years prior to 2011	**(c)** 2011	**(d)** 2012
1 Distributable amount for 2012 from Part XI, line 7					3,429,221
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				151,705	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.					
e From 2011.					
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,563,899					
a Applied to 2011, but not more than line 2a				151,705	
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.					3,412,194
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					17,027
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .					
d Excess from 2011. . . .					
e Excess from 2012. . . .					

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a 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(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

MAURY FLOWERS SHIELDS

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				3,450,501
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions)
	(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	45,424	
4 Dividends and interest from securities. . . .			14	1,859,738	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	481,769	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		2,386,931	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 2,386,931

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

****** 2013-08-14 ******

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶☐	PTIN
FRANK MERCER	FRANK MERCER			P00105178

Firm's name ▶ LANIGAN & ASSOCIATES P C

Firm's EIN ▶ 58-1304721

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

Phone no (229) 226-8320

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FORTUNE BRANDS HOME & SECURITY 10,000 SHS	P	2011-10-18	2012-10-24
FORTUNE BRANDS HOME & SECURITY 10,000 SHS	P	2011-10-18	2012-12-12
CITI GROUP INC	P	2010-08-06	2012-03-09
GENERAL ELEC CAP CORP	P	2007-06-28	2012-12-17
MORGAN STANLEY	P	2010-08-26	2012-11-30
TESORO CORP	P	2009-11-04	2012-11-02
TOOTSIE ROLL CASH IN LIEU	P	2012-04-09	2012-04-09
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
295,510		143,083	152,427
288,350		143,083	145,267
200,000		194,510	5,490
100,000		97,892	2,108
200,000		200,010	-10
202,208		190,510	11,698
3			3
164,786			164,786

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			152,427
			145,267
			5,490
			2,108
			-10
			11,698
			3
			164,786

Form 990PF Part XV Line 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*				
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE, FL 32314	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ADVOCATES FOR ANIMALS 201 WINDINGWOOD LANE THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
ALBANY AREA QUAIL PROGRAM 13093 HENRY BEADEL DR TALLAHASSEE, FL 32312	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ALL SAINTS EPISCOPAL CHURCH PO BOX 2626 THOMASVILLE, GA 31799	N/A	CHURCH	OPERATING EXPENSES	328,000
ANGEL TREE PO BOX 1550 MERRIFIELD, VA 22116	N/A	PUBLIC CHARITY	OPERATING EXPENSES	190,000
ARCHBOLD FOUNDATION INC P O BOX 1018 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITIES	SCHOLARSHIP FUND	150,000
AUCILLA CHRISTIAN SCHOOL 7803 AUCILLA MONTICELLO, FL 32344	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
BISHOP HALL 1819 EAST CLAY STREET THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	29,000
BOONE AND CROCKET 250 STATION DRIVE MISSOULA, MT 59801	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
BOSTON CARNEGIE LIBRARY PO BOX 310 BOSTON, GA 31626	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
BOSTON PARKS SUMMER OUTREACH PROGRAM PO BOX 370 BOSTON, GA 31626	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	2,500
BOY'S AND GIRLS CLUB OF BROOKS CO PO BOX 682 VALDOSTA, GA 31603	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,000
BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
BROOKWOOD SCHOOL 301 CARDINAL RIDGE ROAD THOMASVILLE, GA 31792	N/A	EDUCATIONAL INST	DEFRAY OPERATING EXPENSES	577,033
CAMP ARROW PO BOX 647 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000

Form 990PF Part XV Line 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*				
CAMP MERRIE-WOODE 100 MERRIE-WOODE RD SAPPHIRE,NC 28774	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
CAMP SUNSHINE 1850 CLAIRMONT ROAD DECATUR,GA 30033	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
CAMPUS CRUSADE FOR CHRIST - JESUS FILM PROJECT PO BOX 628222 ORLANDO,FL 32862	N/A	CHURCH	OPERATING EXPENSES	20,000
CAMPUS CRUSADE 100 LAKE HART DRIVE 3600 ORLANDO,FL 32832	N/A	CHURCH	OPERATING EXPENSES	50,000
CASA KIDS PROGRAM P O BOX 1034 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
CASHIERS-GLENVILLE VOLUNTEER FIRE DEPT P O BOX 1978 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
CASHIERS AREA HUMANE SOCIETY P O BOX 638 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
CHARLOTTESVILLE AREA COMMUNITY FOUNDATION 114 4TH STREET SE CHARLOTTESVILLE,VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	2,500
CHURCH OF JESUS CHRIST OF LATTER DAY SAINTS 127 PHEASANT RIDGE THOMASVILLE,GA 31792	N/A	CHURCH	OPERATING EXPENSES	8,000
CIVIL WAR PRESERVATION TRUST 1331 H STREET NW SUITE 1001 WASHINGTON,DC 20005	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
CONGRESSIONAL SPORTSMEN'S FOUNDATION - FLORIDA STATE RESOURCE FUND 110 NORTH CAROLINE AVE SE WASHINGTON,DC 20003	N/A	FOUNDATION	OPERATING EXPENSES	5,000
COUNTRYSIDE ALLIANCE USA INC P O BOX 363 MILLWOOD,VA 22646	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
DANCING CLOUD RESCUE P O BOX 6 OCHLOCKNEE,GA 31773	N/A	PUBLIC CHARITY	OPERATING EXPENSES	12,900
DAWSON STREET BAPTIST CHURCH 1025 N DAWSON STREET THOMASVILLE,GA 31792	N/A	CHURCH	OPERATING EXPENSES	8,000
DOWNTOWN THOMASVILLE FACADE RESTORATION PO BOX 1540 THOMASVILLE,GA 31799	N/A	POLICITAL SUB OF ST	OPERATING EXPENSES	35,000

Form 990PF Part XV Line 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*				
EBENEZER METHODIST CHURCH 7040 TWELVE MILE POST ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
ELIZABETH MISSIONARY BAPTIST CHURCH 669 GROOVER ROAD MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
EQUESTRIAN LAND CONSERVATION RESOURCE P O BOX 423 ELIZABETH,IL 61028	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
EVERGREEN CONGREGATIONAL UNITED CHURCH OF CHRIST PO BOX 1611 THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	2,500
FAVOR CHRISTIAN ACADEMY PO BOX 1096 THOMASVILLE,GA 31799	N/A	EDUCATIONAL INST	OPERATING EXPENSES	25,000
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEEDS RD KANSAS CITY,MO 64129	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
FIRST UNITED METHODIST CHURCH PO BOX 1652 THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	1,000
FOCUS ON THE FAMILY 8655 EXPLORER DRIVE COLORADO SPRINGS,CO 80995	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
G-CAPP 100 AUBURN AVENUE SUITE 200 ATLANTA,GA 30303	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
GERALDINE CM LIVINGSTON FOUNDATION 1583 LIVINGSTON ROAD GREENVILLE,FL 32331	N/A	FOUNDATION	OPERATING EXPENSES	5,000
GIRL SCOUTS OF SOUTHWEST GEORGIA 515 PINE AVE ALBANY,GA 31701	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	30,000
GLASGOW AME CHURCH 1279 PARRAMORE FISH POND RD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
GLENVILLE-CASHIERS RESCUE SQUAD INC P O BOX 919 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION 40 EAST 52ND ST 15TH FLOOR NEW YORK,NY 10022	N/A	FOUNDATION	OPERATING EXPENSES	25,000
HALCYON HOME INC PO BOX 1838 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000

Form 990PF Part XV Line 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*				
HANDS & HEARTS FOR HORSES 3828 LOWER CAIRO RD THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
HANDS ON THOMAS COUNTY PO BOX 252 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
HIGHLANDSCASHIERS HOSPITAL FOUND PO BOX 742 HIGHLANDS, NC 28741	N/A	FOUNDATION	OPERATING EXPENSES	5,000
HOOVED ANIMAL HUMANE SOCIETY 10804 MCCONNELL ROAD WOODSTOCK, IL 60098	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
HOOVED ANIMAL RESCUE 10804 MCCONNELL ROAD WOODSTOCK, IL 60098	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
HOSPICE OF SOUTHWEST GEORGIA - ARCHBOLD FOUNDATION INC 818 GORDON AVE THOMASVILLE, GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	25,000
JACKSON - MACON CONSERVATION ALLIANCE 348 SOUTH FIFTH STREET HIGHLANDS, NC 28741	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	1,000
JEFFERSON COUNTY HUMANE SOCIETY PO BOX 559 MONTICELLO, FL 32345	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	45,000
JIM NEILL MEMORIAL FOUNDATION FUND P O BOX 2654 THOMASVILLE, GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	1,000
LAND TRUST ALLIANCE 1600 L STREET NW SUITE 1100 WASHINGTON, DC 20036	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	7,500
LASSAC MISSIONARY METHODIST CHURCH 1683 PARRAMORE FISHPOND ROAD BOSTON, GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
LAWSON NEEL MEDBANK INC PO BOX 5756 THOMASVILLE, GA 31758	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
LEWIS HALL SINGLETARY ONCOLOGY CENTER - ARCHBOLD FOUND INC 910 SOUTH BROAD STREET THOMASVILLE, GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	100,000
MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210	N/A	PUBLIC CHARITY	OPERATING EXPENSES	133,467
MADEIRA SCHOOL 8328 GEORGETOWN PIKE MCLEAN, VA 22102	N/A	EDUCATIONAL INST	OPERATING EXPENSES	11,000

Form 990PF Part XV Line 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*				
MASTER FOX HOUND ASSOCIATION EDUCATIONAL FOUNDATION PO BOX 363 MILLWOOD, VA 22646	N/A	FOUNDATION	OPERATING EXPENSES	10,000
MISS KITTY FELINE SANCTURAY INC PO BOX 22 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	3,500
MONTICELLO OPERA HOUSE INC ENDOWMENT FUND PO BOX 518 MONTICELLO, FL 32345	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
MOUNT OLIVE PB CHURCH 819 FLETCHER STREET THOMASVILLE, GA 31792	N/A	CHURCH	OPERATING EXPENSES	1,000
MOUNT PLEASANT AME CHURCH 125 GROOVER ROAD MONTICELLO, FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
MT MORIAH MISSIONARY BAPTIST CHURCH 3212 PARRAMORE FISHPOND ROAD BOSTON, GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
NATIONAL ANIMAL INTEREST ALLIANCE P O BOX 66579 PORTLAND, OR 97290	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	7,500
NATIONAL SPORTING LIBRARY PO BOX 1335 MIDDLEBURG, VA 20118	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
NEPENTHIC SOCIETY INC 167 HOME PARK FARM ROAD THOMASVILLE, GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	21,000
NEW ENGLAND FORESTRY FOUNDATION PO BOX 1346 LITTLETON, MA 01460	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
NEW JERUSALEM CHURCH OF GOD IN UNITY PO BOX 653 BOSTON, GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
NEW OAK GROVE MB CHURCH 3333 REICHERTVILLE ROAD BOSTON, GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
OCHLOCKNEE COMMUNITY CIVIC CLUB PO BOX 500 OCHLOCKNEE, GA 31773	N/A	PUBLIC CHARITY	OPERATING EXPENSES	4,000
OLIVE BAPTIST CHURCH 6063 BOSTON HWY MONTICELLO, FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
OPERATION SECOND CHANCE PO BOX 461 CLARKSBURG, MD 20871	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000

Form 990PF Part XV Line 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*				
PRISON FELLOWSHIP MINISTRIES PO BOX 1550 MERRIFIELD,VA 22116	N/A	PUBLIC CHARITY	OPERATING EXPENSES	130,000
RED HILLS HORSE TRIALS INC POBOX 14869 TALLAHASSEE,FL 32317	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
REFUGE HOUSE INC PO BOX 20910 TALLAHASSEE,FL 32316	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
REICHERTVILLE VOLUNTEER FIRE DEPARTMENT 3485 REICHERTVILLE ROAD BOSTON,GA 31626	N/A	PUBLIC CHARITY	OPERATING EXPENSES	6,500
ROOT 316 MINISTRIES 442 PATTERSON STILL ROAD THOMASVILLE,GA 31792	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	1,000
SAINT MARY OF THE ANGELS CATHOLIC SCHOOL 991 S DORA ST UKIAH,CA 95482	N/A	EDUCATIONAL INST	OPERATING EXPENSES	22,000
SALVATION ARMY PO BOX 66 THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
SECOND HARVEST OF SOUTH GEORGIA INC 14121 HARBIN CIRCLE VALDOSTA,GA 31601	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
SHEPHERD SPINAL CLINIC 2020 PEACHTREE RD NW ATLANTA,GA 30309	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
SOUTH GEORGIA PERFORMING ARTS 135 N BROAD ST THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
SOUTHEASTERN GUIDE DOGS INC 4210 77TH ST E PALMETTO,FL 34221	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
SOUTHEASTERN LEGAL FOUNDATION 3340 PEACHTREE RD NE SUITE 2515 ATLANTA,GA 30326	N/A	FOUNDATION	OPERATING EXPENSES	100,000
SOUTHWEST GEORGIA TECHNICAL COLLEGE FOUNDATION 15689 US 19 N THOMASVILLE,GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	25,000
ST FRANCIS CHAPEL BOX 227 CASHIERS,NC 28717	N/A	CHURCH	OPERATING EXPENSES	2,000
TALL TIMBERS RESEARCH 13093 HENRY BEADEL DRIVE TALLAHASSEE,FL 32312	N/A	PUBLIC CHARITY	OPERATING EXPENSES	127,000

Form 990PF Part XV Line 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*				
TALLAHASSEE MUSEUM 3945 MUSEUM DRIVE TALLAHASSEE,FL 32310	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THE ANIMAL ADOPTION CENTER PO BOX 8532 JACKSON,WY 83002	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THE CONSERVATION FUND PO BOX 1362 TUCKER,GA 30085	N/A	FOUNDATION	OPERATING EXPENSES	2,500
THE FOUNDATION FOR THE PEOPLE OF BURMA 225 BUSH STREET SUITE 590 SAN FRANCISCO,CA 94104	N/A	FOUNDATION	OPERATING EXPENSES	1,000
THE FUTURE OF HUNTING IN FLORIDA INC PO BOX 10949 TALLAHASSEE,FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THE GEORGE WASHINGTON FOUNDATION 1201 WASHINGTON AVE FREDERICKSBURG,VA 22401	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THE HERITAGE FOUNDATION 214 MASSACHUSETTES AVE NE WASHINGTON,DC 20002	N/A	FOUNDATION	OPERATING EXPENSES	30,000
THE MAILBOX CLUB INC 404 EAGER ROAD VALDOSTA,GA 31602	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
THE OPEN DOOR ADOPTION AGENCY P O BOX 4 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THE UNITED STATES PONY CLUBS INC 4041 IRON WORKS PARKWAY LEXINGTON,KY 40511	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THEODORE ROOSEVELT CONSERVATION 555 11TH ST NW 6TH FLOOR WASHINGTON,DC 20004	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THOMAS COUNTY 4-H PO BOX 49 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THOMAS COUNTY FIRE - BOSTON FIRE STATION 3485 REICHERTVILLE ROAD BOSTON,GA 31626	N/A	POLICITAL SUB OF ST	OPERATING EXPENSES	5,000
THOMAS COUNTY FOOD BANK PO BOX 2422 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMAS COUNTY HISTORICAL SOCIETY PO BOX 1922 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a *Paid during the year*				
THOMAS JEFFERSON MEMORIAL FOUNDATION PO BOX 316 CHARLOTTESVILLE,VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THOMAS UNIVERSITY 1501 MILLPOND ROAD THOMASVILLE,GA 31792	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
THOMAS-GRADY ARC PO BOX 994 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THOMASVILLE ANTIQUES SHOW FOUNDATION INC PO BOX 1633 THOMASVILLE,GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	14,000
THOMASVILLE BOYS AND GIRLS CLUB PO BOX 3026 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	34,000
THOMASVILLE CENTER FOR THE ARTS PO BOX 2177 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	26,000
THOMASVILLE COMMUNITY RESOURCE CENTER PO BOX 1897 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	45,500
THOMASVILLE ENTERTAINMENT FOUNDATION P O BOX 1976 THOMASVILLE,GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	5,000
THOMASVILLE GEANEALOGICAL CENTER PO BOX 1597 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	500
THOMASVILLE LANDMARKS PO BOX 1285 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	90,000
THOMASVILLE MUSIC & DRAMA TROUPE INC PO BOX 284 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMASVILLE POLICE DEPARTMENT 921 SMITH AVENUE THOMASVILLE,GA 31792	N/A	POLICITAL SUB OF ST	OPERATING EXPENSES	4,000
THOMASVILLE-THOMAS COUNTY HABITAT FOR HUMANITY INC 4131 GA HWY 122 THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
THOMASVILLE-THOMAS COUNTY HUMANE SOCIETY 180 BIG STAR DR THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	39,400
US SPORTMEN'S ALLIANCE FOUNDATION 801 KINGSMILL PARKWAY OLUMBUS,OH 43229	N/A	FOUNDATION	OPERATING EXPENSES	45,000

Form 990PF Part XV Line 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*				
UGA FOUNDATION 394 S MILLEDGE AVE SUITE 100 ATHENS,GA 30602	N/A	EDUCATIONAL INST	OPERATING EXPENSES	30,000
UNIVERSITY OF FLORIDA FOUNDATION INC PO BOX 14425 GAINESVILLE,FL 32604	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
UNIVERSITY OF VIRGINIA PO BOX 400807 CHARLOTTESVILLE,VA 22904	N/A	EDUCATIONAL INST	OPERATING EXPENSES	5,000
VASHTI CENTER 1815 EAST CLAY STREET THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
VETERANS ADMINISTRATION OF THOMAS COUNTY 1484 15TH AVE NW CAIRO,GA 31728	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
VISION OF HOPE MISSIONARY BAPTIST CHURCH 6415 12 MILE POST ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
WESTMORELAN DAVIS MEMORIAL FOUNDATION INC P O BOX 6228 LEESBURG,VA 20178	N/A	FOUNDATION	OPERATING EXPENSES	3,500
WILDLIFE FOUNDATION OF FLORIDA INC PO BOX 11010 TALLAHASSEE,FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	110,000
YMCA - BUTLER-MASON 1304 REMINGTON AVE THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
YMCA - CLAY STREET 416 W CLAY ST THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
YMCA - DAWSON STREET CENTER PO BOX 1037 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,701
YOUNG LIFE PO BOX 1216 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total . . . . ▶ **3a**				3,450,501

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2012

Name of the organization
WILLIAM HOWARD FLOWERS JR FOUNDATION INC

Employer identification number
58-1399036

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33$^1/3$% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
WILLIAM HOWARD FLOWERS JR FOUNDATION INC

Employer identification number
58-1399036

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MAURY TICE FLOWERS CHARITABLE LEAD 125-C NORTH BROAD STREET SUITE 311 THOMASVILLE, GA 31752	$ 203,381	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	MCFADDEN CHARITABLE LEAD TRUST PO BOX 6100 THOMASVILLE, GA 317586100	$ 110,207	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	PARKER CHARITABLE LEAD TRUST PO BOX 6100 THOMASVILLE, GA 317586100	$ 75,278	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
WILLIAM HOWARD FLOWERS JR FOUNDATION INC

Employer identification number
58-1399036

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

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

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

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

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

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

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

Name of organization
WILLIAM HOWARD FLOWERS JR FOUNDATION INC

Employer identification number
58-1399036

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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TY 2012 Accounting Fees Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN & FINANCIAL STATEMENT PREPARATION	11,660	5,830		5,830

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

TY 2012 Depreciation Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
RICOH COPIER/FAX AF1018	2004-02-19	3,445	3,445	SL	5 000000000000	0	0		
BUSINESS WORKS GOLD UPDATE	2004-03-30	928	928	SL	3 000000000000	0	0		
09' DELL COMPUTERS (2)	2009-10-01	1,244	560	SL	5 000000000000	249	0		
RICOH COPIER/FAX	2012-07-08	5,109		SL	5 000000000000	511	0		
ESI DIGITAL PHONE SYSTEM	2012-09-01	2,273		SL	5 000000000000	152	0		

TY 2012 Investments Corporate Bonds Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC 100,000 SHS 4/15/23	100,144	100,144
GENERAL ELECTRIC 100,000 12/15/12	0	0
TESORO CORP. DUE 11/01/15 - 200,000	0	0
MORGAN STANLEY DUE 8/31/25 - 200,000	0	0
CIT GROUP INC DUE 5/01/17 - 200,000	0	0

TY 2012 Investments Corporate Stock Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FLOWERS FOODS, INC. - 2,428,615 SHARES	56,513,871	56,513,871
SARA LEE 20,000 SHS	0	0
SENSIENT TECHNOLOGIES 15,000 SHS	533,400	533,400
BRISTOL MYERS SQUIBB CO. 10,000 SHS	325,900	325,900
EMERSON ELECTRIC 15,000 SHS	794,400	794,400
AT&T 15,000 SHARES	505,650	505,650
TRAVELERS COS 10,000 SHARES	718,200	718,200
SNAP-ON, INC. 20,000 SHARES	1,579,800	1,579,800
THOMASVILLE BANCSHARES 2,000 SHARES	44,000	44,000
TOOTSIE ROLL 11,938 SHS	318,712	318,712
SCHLUMBERGER LTD 10,000 SHS	692,986	692,986
TOTAL SYSTEMS 1,500 SHS	32,130	32,130
BECTON DICKINSON 7,000	547,330	547,330
CENOVUS ENERGY INC 15,000	503,100	503,100
SNYDERS-LANCE INC 30,000	723,606	723,606
STEPAN CO 10,000 SHS	1,110,800	1,110,800
FORTUNE BRANDS 10,000 SHS	292,200	292,200
DE MASTER BLENDERS 20,000 SHARES	228,200	228,200
HILLSHIRE BRANDS CO 1,000 SHARES	112,560	112,560

TY 2012 Investments - Other Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAPITAL MANAGEMENT INVESTMENT TRUST SMALL CAP FUND	FMV	3,748,995	3,748,995
CAPITAL MANAGEMENT INVESTMENT TRUST MID CAP FUND	FMV	3,097,976	3,097,976

TY 2012 Land, Etc. Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUSINESS WORKS GOLD UPDATE	928	928	0	
09' DELL COMPUTERS (2)	1,244	809	435	
RICOH COPIER/FAX	5,109	511	4,598	
ESI DIGITAL PHONE SYSTEM	2,273	152	2,121	

TY 2012 Other Decreases Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Amount
DIFFERENCE IN BOOK/TAX GAIN ON SALE OF INVESTMENTS	63,344

TY 2012 Other Expenses Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	30	0		30
OFFICE EXPENSES	7,431	0		7,431

TY 2012 Other Increases Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Amount
UNREALIZED GAIN	12,183,694

TY 2012 Other Professional Fees Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	47,351	23,676		23,675

TY 2012 Taxes Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INTERNAL REVENUE SERVICE-FROM 990PF-EXCISE TAX	105,102	0		0
PAYROLL TAXES	3,968	0		3,968
FOREIGN TAX	1,994	1,994		0