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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation WATKINS CHRISTIAN FOUNDATION, INC.		A Employer identification number 58-1494832
Number and street (or P O box number if mail is not delivered to street address) 1958 MONROE DRIVE NE	Room/suite	B Telephone number (404) 872-3841
City or town, state, and ZIP code ATLANTA, GA 30324-4844		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) \$ 49,729,699. (Part I, column (d) must be on cash basis.)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		104.	104.		STATEMENT 1
4 Dividends and interest from securities		1,442,632.	1,336,232.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,368,808.			
b Gross sales price for all assets on line 6a		17,779,718.			
7 Capital gain net income (from Part IV, line 2)			3,368,808.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		4,811,544.	4,705,144.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 3		110,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		205,645.	190,216.		50.
24 Total operating and administrative expenses. Add lines 13 through 23		315,645.	190,216.		50.
25 Contributions, gifts, grants paid		2,897,016.			2,897,016.
26 Total expenses and disbursements. Add lines 24 and 25		3,212,661.	190,216.		2,897,066.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,598,883.			
b Net investment income (if negative, enter -0-)			4,514,928.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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	284,939.	150,950.	150,950.
	2 Savings and temporary cash investments	442,950.	240,870.	240,870.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	4,050,046.	5,046,046.	5,675,971.
	b Investments - corporate stock STMT 6	27,405,878.	29,241,845.	32,880,236.
	c Investments - corporate bonds STMT 7	10,580,815.	9,688,791.	10,605,434.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	211,228.	176,238.	176,238.
	16 Total assets (to be completed by all filers)	42,975,856.	44,544,740.	49,729,699.
	17 Accounts payable and accrued expenses	79,226.	49,226.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	79,226.	49,226.	
	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	42,896,630.	44,495,514.	
	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	42,896,630.	44,495,514.	
	31 Total liabilities and net assets/fund balances	42,975,856.	44,544,740.	

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	42,896,630.
2 Enter amount from Part I, line 27a	2	1,598,883.
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4 Add lines 1, 2, and 3	4	44,495,514.
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	44,495,514.

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 17,779,718.		14,410,910.	3,368,808.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			3,368,808.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	3,368,808.
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	2,829,050.	47,852,542.	.059120
2010	2,831,530.	45,885,007.	.061709
2009	2,631,650.	42,426,209.	.062029
2008	3,361,197.	48,661,487.	.069073
2007	3,883,197.	52,966,202.	.073315

2 Total of line 1, column (d)	2	.325246
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	.065049
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	47,848,135.
5 Multiply line 4 by line 3	5	3,112,473.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45,149.
7 Add lines 5 and 6	7	3,157,622.
8 Enter qualifying distributions from Part XII, line 4	8	2,897,066.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	90,299.
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	90,299.
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	90,299.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	117,951.	
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	117,951.	
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	27,652.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 27,652. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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

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?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>LAVEDA KELLY</u>	Telephone no. ▶	<u>(404) 872-3841</u>	
	Located at ▶ <u>1958 MONROE DRIVE, NE, ATLANTA, GA</u>	ZIP+4 ▶	<u>30324-4844</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15	<u>N/A</u>	
16	At any time during calendar year 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	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**

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	47,165,300.
b	Average of monthly cash balances	1b	1,411,487.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	48,576,787.
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	48,576,787.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	728,652.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,848,135.
6	Minimum investment return. Enter 5% of line 5	6	2,392,407.

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	2,392,407.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	90,299.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	90,299.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,302,108.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,302,108.
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	2,302,108.

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	2,897,066.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,897,066.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,897,066.

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				2,302,108.
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	1,292,714.			
b From 2008	958,193.			
c From 2009	534,722.			
d From 2010	582,208.			
e From 2011	493,472.			
f Total of lines 3a through e	3,861,309.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,897,066.				
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				2,302,108.
e Remaining amount distributed out of corpus	594,958.			
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:	4,456,267.			
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	1,292,714.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,163,553.			
10 Analysis of line 9:				
a Excess from 2008	958,193.			
b Excess from 2009	534,722.			
c Excess from 2010	582,208.			
d Excess from 2011	493,472.			
e Excess from 2012	594,958.			

N/A

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

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

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 <i>Paid during the year</i>				
SEE ATTACHED SCHEDULE I				2,897,016.
Total			▶ 3a	2,897,016.
b <i>Approved for future payment</i>				
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	WACHOVIA 'BK NA (1000000 FACE)	P	03/09/06	06/28/12
b	CONOCOPHILLIPS (1000000 FACE)	P	01/30/09	03/07/12
c	GOLDMAN SACHS GROUP (1000000 FACE)	P	12/15/09	03/07/12
d	APTARGROUP INC COM (12000 SHARES)	P	02/10/09	03/07/12
e	AT&T (1700 SHARES)	P	12/16/10	07/03/12
f	ACCENTURE PLC (2500 SHARES)	P	10/31/11	03/07/12
g	ACE LTD SHF (1000 SHARES)	P	10/31/11	03/07/12
h	BAKER HUGHES INC COM (7900 SHARES)	P	05/19/11	09/25/12
i	BAKER HUGHES INC COM (3100 SHARES)	P	01/26/12	09/25/12
j	BECTON DICKINSON & CO (9000 SHARES)	P	12/02/11	07/03/12
k	BROWN & BROWN INC COM (26000 SHARES)	P	10/14/10	07/03/12
l	BROWN & BROWN INC COM (3000 SHARES)	P	01/24/12	07/03/12
m	CARDINAL HEALTH INC COM (500 SHARES)	P	06/27/11	03/07/12
n	CARDINAL HEALTH INC COM (12500 SHARES)	P	06/27/11	09/12/12
o	CARDINAL HEALTH INC COM (2000 SHARES)	P	10/31/11	09/12/12

(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 1,122,970.		1,000,050.	122,920.
b 1,079,510.		1,009,370.	70,140.
c 1,037,590.		1,055,340.	<17,750.>
d 606,996.		417,875.	189,121.
e 59,518.		42,956.	16,562.
f 163,668.		144,102.	19,566.
g 74,429.		71,206.	3,223.
h 374,228.		414,340.	<40,112.>
i 146,849.		149,133.	<2,284.>
j 656,565.		650,825.	5,740.
k 701,082.		544,627.	156,455.
l 80,894.		68,905.	11,989.
m 20,700.		22,123.	<1,423.>
n 480,180.		553,063.	<72,883.>
o 76,829.		87,752.	<10,923.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			122,920.
b			70,140.
c			<17,750.>
d			189,121.
e			16,562.
f			19,566.
g			3,223.
h			<40,112.>
i			<2,284.>
j			5,740.
k			156,455.
l			11,989.
m			<1,423.>
n			<72,883.>
o			<10,923.>

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	CARDINAL HEALTH INC COM (500 SHARES)	P	01/24/12	09/12/12
b	CARDINAL HEALTH INC COM (600 SHARES)	P	07/03/12	09/12/12
c	CHEVRON CORP COM (2100 SHARES)	P	08/12/03	01/26/12
d	CHURCH & DWIGHT INC COM (13000 SHARES)	P	11/20/09	01/26/12
e	COLGATE PALMOLIVE CO COM (7000 SHARES)	P	03/30/11	07/13/12
f	CULLEN FROST BANKERS INC COM (11300 SHARES)	P	12/16/10	03/23/12
g	ENERGEN CORP (1000 SHARES)	P	12/02/11	03/07/12
h	EXPEDITORS INTL WASH INC COM (13000 SHARES)	P	02/11/09	03/07/12
i	EXXON MOBIL CORP (2000 SHARES)	P	02/09/01	01/26/12
j	FAMILY DLR STORES INC (1000 SHARES)	P	02/01/12	03/07/12
k	FAMILY DLR STORES INC (1900 SHARES)	P	02/01/12	07/03/12
l	GENERAL DYNAMICS CORP COM (500 SHARES)	P	12/02/11	03/07/12
m	GENUINE PARTS CO COM (2000 SHARES)	P	04/30/08	01/24/12
n	ILLINOIS TOOL WKS INC COM (12800 SHARES)	P	12/16/10	03/07/12
o	INTEL CORP COM (32500 SHARES)	P	12/16/10	01/24/12

(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 19,207.		21,065.	<1,858.>
b 23,049.		24,372.	<1,323.>
c 227,680.		84,841.	142,839.
d 594,909.		346,240.	248,669.
e 729,290.		565,280.	164,010.
f 666,550.		551,307.	115,243.
g 53,132.		51,679.	1,453.
h 573,587.		168,870.	404,717.
i 173,761.		82,953.	90,808.
j 54,138.		56,145.	<2,007.>
k 126,009.		106,676.	19,333.
l 36,277.		32,083.	4,194.
m 128,238.		97,568.	30,670.
n 730,548.		586,724.	143,824.
o 864,852.		635,507.	229,345.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,858.>
b			<1,323.>
c			142,839.
d			248,669.
e			164,010.
f			115,243.
g			1,453.
h			404,717.
i			90,808.
j			<2,007.>
k			19,333.
l			4,194.
m			30,670.
n			143,824.
o			229,345.

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	INTERNATIONAL BUSINESS MACHS COM (5500 SHARES)	P	03/30/09	01/17/12
b	JOHNSON & JOHNSON COM (500 SHARES)	P	12/16/10	03/07/12
c	JPMORGAN CHASE & CO (500 SHARES)	P	07/03/12	11/14/12
d	LAZARD LTD (1000 SHARES)	P	02/01/12	03/07/12
e	LINEAR TECHNOLOGY INC COM (1200 SHARES)	P	02/13/08	03/07/12
f	ELI LILLY & CO COM (3600 SHARES)	P	12/16/10	01/24/12
g	MICROSOFT CORP COM (1500 SHARES)	P	12/09/08	03/07/12
h	MCDONALDS CORP COM (8300 SHARES)	P	07/29/09	01/24/12
i	MERCK & CO INC COM (2800 SHARES)	P	12/16/10	03/07/12
j	OMNICOM GROUP COM (1000 SHARES)	P	01/31/11	03/07/12
k	ORACLE CORP COM (500 SHARES)	P	01/24/12	03/07/12
l	PROCTOR & GAMBLE CO COM (500 SHARES)	P	06/21/07	03/07/12
m	PARTNERRE HLDGS LTD (1300 SHARES)	P	01/24/12	03/07/12
n	PPG INDUSTRIES INC COM (7000 SHARES)	P	06/27/11	07/03/12
o	PPG INDUSTRIES INC COM (800 SHARES)	P	12/02/11	07/03/12

(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 999,439.		457,041.	542,398.
b 32,329.		27,106.	5,223.
c 20,310.		17,857.	2,453.
d 30,629.		28,087.	2,542.
e 39,809.		36,532.	3,277.
f 171,499.		125,725.	45,774.
g 48,434.		45,790.	2,644.
h 821,515.		469,711.	351,804.
i 109,142.		85,086.	24,056.
j 48,688.		45,037.	3,651.
k 14,920.		14,270.	650.
l 33,339.		31,503.	1,836.
m 82,942.		101,590.	<18,648.>
n 718,161.		640,569.	77,592.
o 82,075.		67,032.	15,043.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			542,398.
b			5,223.
c			2,453.
d			2,542.
e			3,277.
f			45,774.
g			2,644.
h			351,804.
i			24,056.
j			3,651.
k			650.
l			1,836.
m			<18,648.>
n			77,592.
o			15,043.

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	T ROWE PRICE GROUP INC COM (1000 SHARES)	P	01/24/12	03/07/12
b	PAYCHEX INC COM (22000 SHARES)	P	10/14/10	01/24/12
c	QUALCOMM CORP COM (1000 SHARES)	P	01/26/12	03/07/12
d	ROCK-TENN CO DL A (3000 SHARES)	P	07/03/12	10/18/12
e	SMITH A O CORP CL B (1700 SHARES)	P	03/07/12	10/18/12
f	TARGET CORP COM (1000 SHARES)	P	12/16/10	03/07/12
g	TEVA PHARMACEUTICAL INDS LTD ADR (500 SHARES)	P	04/27/10	03/07/12
h	TEVA PHARMACEUTICAL INDS LTD ADR (15000 SHARES)	P	12/16/10	12/24/12
i	TEVA PHARMACEUTICAL INDS LTD ADR (2000 SHARES)	P	10/31/12	12/24/12
j	TEXAS INSTRUMENTS INC (1000 SHARES)	P	01/24/12	03/07/12
k	UNITED PARCEL SVC INC CL B COM (700 SHARES)	P	07/28/09	03/07/12
l	UNITED PARCEL SVC INC CL B COM (1000 SHARES)	P	01/06/10	03/07/12
m	UNITED TECHNOLOGIES CORP COM (700 SHARES)	P	03/30/11	03/07/12
n	WOLVERINE WORLD WIDE INC COM(400 SHARES)	P	03/16/06	03/07/12
o	WOLVERINE WORLD WIDE INC COM(1700 SHARES)	P	12/02/11	03/07/12

(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 61,618.		56,955.	4,663.
b 704,527.		640,145.	64,382.
c 62,639.		58,193.	4,446.
d 216,508.		155,936.	60,572.
e 95,559.		81,089.	14,470.
f 56,552.		59,020.	<2,468.>
g 22,645.		30,110.	<7,465.>
h 578,232.		792,584.	<214,352.>
i 77,098.		80,978.	<3,880.>
j 33,125.		34,020.	<895.>
k 53,515.		37,587.	15,928.
l 76,450.		58,056.	18,394.
m 58,715.		59,172.	<457.>
n 15,410.		8,741.	6,669.
o 65,491.		59,682.	5,809.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,663.
b			64,382.
c			4,446.
d			60,572.
e			14,470.
f			<2,468.>
g			<7,465.>
h			<214,352.>
i			<3,880.>
j			<895.>
k			15,928.
l			18,394.
m			<457.>
n			6,669.
o			5,809.

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 WOLVERINE WORLD WIDE INC COM(16600 SHARES)		P	03/16/06	05/02/12
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 665,168.		362,729.	302,439.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			302,439.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,368,808.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
MONEY MARKET FUNDS	104.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	104.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMMON STOCK DIVIDENDS	825,111.	0.	825,111.
CORPORATE BOND INTEREST	384,020.	0.	384,020.
GOVERNMENT BOND INTEREST	106,739.	0.	106,739.
MUNICIPAL BOND INTEREST	106,400.	0.	106,400.
MUTUAL FUND DIVIDEND	3,482.	0.	3,482.
PARTNERSHIP DISTRIBUTION	16,880.	0.	16,880.
TOTAL TO FM 990-PF, PART I, LN 4	1,442,632.	0.	1,442,632.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ON NET INVESTMENT INCOME	110,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	110,000.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL CORPORATION REPORT FEE	50.	0.		50.	
INVESTMENT EXPENSES	205,595.	190,216.		0.	
TO FORM 990-PF, PG 1, LN 23	205,645.	190,216.		50.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US TREASURY NOTES	X		1,033,477.	1,156,250.	
FEDERAL NATIONAL MTG ASSN DANVILLE VA	X		996,439.	1,183,260.	
LEXINGTON & RICHLAND CNTYS SC SCH		X	1,000,000.	1,144,641.	
FEDERAL NATIONAL MTG ASSN	X	X	1,020,130.	1,189,300.	
			996,000.	1,002,520.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,025,916.	3,342,030.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,020,130.	2,333,941.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,046,046.	5,675,971.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CHEVRON CORP COM	246,443.		659,654.	
EXXON MOBIL CORP	290,335.		605,850.	
MICROSOFT CORP COM	806,483.		707,807.	
JOHNSON & JOHNSON COM	562,208.		722,030.	
GENERAL DYNAMICS CORP COM	410,505.		623,430.	
AT&T INC COM	512,942.		684,313.	
GENUINE PARTS CO COM	487,839.		635,800.	
PEPSICO INC COM	646,165.		684,300.	
PROCTOR & GAMBLE CO COM	661,569.		712,845.	
LINEAR TECHNOLOGY INC COM	606,830.		686,000.	
STRYKER CORP COM	775,688.		685,250.	
T ROWE PRICE GROUP INC COM	459,044.		651,171.	

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ORACLE CORP COM	434,685.	766,360.
PARTNERRE HLDGS LTD COM	609,630.	740,508.
UNITED PARCEL' SVC INC COM	482,139.	648,824.
MERCK & CO INC COM	486,207.	655,040.
CISCO SYS INC COM	780,702.	687,729.
QUALCOMM CORP COM	444,366.	711,386.
TARGET CORP COM	642,168.	710,040.
ELI LILLY & CO COM	502,900.	710,208.
AGL RES INC COM	595,844.	599,550.
AIR PROD & CHEM INC COM	722,329.	688,964.
ENERGEN CORP	755,979.	703,404.
GOLDMAN SACHS GROUP INC.	609,453.	510,240.
GREIF INC CL A	710,936.	516,200.
OMNICOM GROUP	630,524.	699,440.
TEXAS INSTRUMENTS INC	738,373.	750,627.
UNITED TECHNOLOGIES CORP	645,000.	656,080.
ACCENTURE PLC	570,307.	665,000.
ACE LIMITED	613,095.	718,200.
ENSCO INTERNATIONAL PLC	629,427.	681,720.
AMERICAN EXPRESS CO	681,973.	684,012.
BAXTER INTL INC	617,055.	693,264.
CASH AMERICA INTERNATIONAL INC	674,409.	587,116.
CRAWFORD DIVIDEND OPPORTUNITY FUND	1,003,482.	1,024,426.
DARDEN RESTAURANTS INC	756,370.	665,684.
FAMILY DLR STORES INC	510,922.	577,031.
HELMERICH & PAYNE INC	719,803.	812,145.
JOHNSON CONTROLS INC	643,887.	733,013.
JPMORGAN CHASE & CO	628,554.	773,856.
NATIONAL INSTRS CORP COM	631,424.	593,630.
NORFOLK SOUTHERN CORP	642,464.	636,952.
ROCK-TENN CO CL A	483,401.	650,163.
SMITH A O CORP CL B	545,973.	744,226.
STANLEY BLACK & DECKER INC	660,535.	791,479.
WALGREEN CO	713,673.	792,014.
LAZARD LTD	612,919.	656,480.
WILLIS GROUP HOLDINGS PLC	644,886.	586,775.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,241,845.	32,880,236.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ARCHER DANIELS NT PUTABLE	1,002,150.	1,197,080.
CATERPILLAR INC NOTE	1,004,775.	1,356,460.
CISCO SYSTEMS INC NT	492,740.	579,785.
SHERWIN WILLIAMS CO NT	1,004,020.	1,046,660.
BP CAPITAL MARKETS PLC	1,003,850.	1,040,380.
DELL INC	995,410.	1,079,470.
STRYKER CORP	1,013,350.	1,041,280.

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VERIZON COMMUNICATIONS	999,760.	1,064,810.
AT&T INC	721,150.	754,015.
BRISTOL-MYERS SQUIBB CO	664,018.	653,366.
WESTPAC BANKING CORP	787,568.	792,128.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,688,791.	10,605,434.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	44,151.	39,581.	39,581.
INTEREST RECEIVABLE	167,077.	136,657.	136,657.
TO FORM 990-PF, PART II, LINE 15	211,228.	176,238.	176,238.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE C. WATKINS P. O. BOX 3709 LAKELAND, FL 338023709	CHAIRMAN, TRUSTEE 0.00	0.	0.	0.
W. NEAL FREEMAN P. O. BOX 1738 ATLANTA, GA 303011738	VICE PRESIDENT, TRUSTEE 0.00	0.	0.	0.
JOHN C. WATKINS P. O. BOX 8950 LAKELAND, FL 33806	TRUSTEE 0.00	0.	0.	0.
KIMBERLY WATKINS P. O. BOX 1738 ATLANTA, GA 303011738	TRUSTEE 0.00	0.	0.	0.
ERIC S. WAHLEN P. O. BOX 1738 ATLANTA, GA 303011738	SECRETARY/TREASURER 0.00	0.	0.	0.

WATKINS CHRISTIAN FOUNDATION, INC.

58-1494832

MICHAEL L. WATKINS	PRESIDENT, TRUSTEE			
P. O. BOX 1738	0.00	0.	0.	0.
ATLANTA, GA 303011738				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	0.	0.	0.
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WATKINS CHRISTIAN FOUNDATION, INC
 FEI# 58-1494832
 DECEMBER 31, 2012

SCHEDULE I

2012 FORM 990-PF

PART XV, LINE 3, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Name	Purpose of grant or contribution	Amount
AARON'S STAFF	HUMANITARIAN	5,000 00
ADVENTURES OF THE HEART	CHURCHES/MINISTRIES	220,000 00
ALL SAINTS ACADEMY	EDUCATIONAL	75,000 00
ARCHIBOLD HOSPITAL	HEALTH FACILITIES	15,000 00
ATLANTA YOUTH ACADEMY	EDUCATIONAL	15,000 00
BOCA GRANDE HEALTH CLINIC	HEALTH FACILITIES	5,000 00
CHRIST COMMUNITY CHURCH - ATHENS	HUMANITARIAN	10,000 00
CHRIST HARBOR METHODIST CHURCH	CHURCHES/MINISTRIES	25,000 00
CUMMER MUSEUM USA FESTIVAL	HUMANITARIAN	10,000 00
DESIRE STREET MINISTRIES	CHURCHES/MINISTRIES	50,000 00
EDGEWOOD CHILDRENS RANCH	EDUCATIONAL	24,000 00
EPWORTH BY THE SEA METHODIST RETREAT	CHURCHES/MINISTRIES	5,000 00
FELLOWSHIP OF CHRISTIAN ATHLETES-ATLANTA	CHURCHES/MINISTRIES	100,000 00
FIRST UNITED METHODIST CHURCH	CHURCHES/MINISTRIES	525,000 00
FLORIDA SOUTHERN COLLEGE	EDUCATIONAL	100,000 00
GLAZER CHILDREN'S MUSEUM	EDUCATIONAL	100,000 00
GOOD SAMARITAN HEALTH CENTER	HEALTH FACILITIES	25,000 00
GREATER ATLANTA CHRISTIAN	EDUCATIONAL	40,000 00
HEART 2 HEART MINISTRIES	CHURCHES/MINISTRIES	15,000 00
HOME REPAIR MINISTRIES	HUMANITARIAN	12,500 00
INDEPENDANCE, INC	CHURCHES/MINISTRIES	25,000.00
INNER QUEST CHURCH	CHURCHES/MINISTRIES	25,000 00
INTERNATIONAL LEADERSHIP INST	EDUCATIONAL	25,000 00
MOUNT VERNON PRESBYTERIAN	EDUCATIONAL	100,000 00
P A C T MINISTRY	CHURCHES/MINISTRIES	50,000 00
PALMA CIA PRESBYTERIAN CHURCH	CHURCHES/MINISTRIES	160,000 00
PARKER STREET MINISTRIES	CHURCHES/MINISTRIES	65,000 00
PEACE RIVER CENTER	CHURCHES/MINISTRIES	35,000 00
PEACHTREE ROAD UNITED METHODIST CHURCH	CHURCHES/MINISTRIES	25,000 00
PERIMETER CHURCH	CHURCHES/MINISTRIES	25,000 00
RADICAL LIFE MINISTRIES	CHURCHES/MINISTRIES	100,000.00
SANCTUARY ON 8TH STREET	CHURCHES/MINISTRIES	5,000 00
SMOKERISE BAPTIST CHURCH	CHURCHES/MINISTRIES	125,000 00
ST JOHNS EPISCOPAL SCHOOL	EDUCATIONAL	25,000.00
TEEN CHALLENGE	CHURCHES/MINISTRIES	10,000 00
THE LIONHEART SCHOOL	EDUCATIONAL	50,000 00
THE VASHTI CENTER	CHURCHES/MINISTRIES	16,500 00
TRINITY COMMUNITY MINISTRIES	CHURCHES/MINISTRIES	25,000 00
TRINITY PRESBYTERIAN CHURCH	CHURCHES/MINISTRIES	75,000 00
UNITED WAY OF NORTHEAST FLORIDA	HUMANITARIAN	20,000.00
VISTE	HUMANITARIAN	25,000.00
WAREHOUSE MINISTRY	CHURCHES/MINISTRIES	191,515 50
WELLSPRING LIVING, INC.	HUMANITARIAN	25,000 00
YMCA - THOMASVILLE	HUMANITARIAN	15,000 00
YOUNG LIFE - AFRICA MISSION	CHURCHES/MINISTRIES	15,000 00
YOUNG LIFE - NORTH CAROLINA	CHURCHES/MINISTRIES	5,000 00
YOUNG LIFE GEORGIA - S CAROLINA REGION	CHURCHES/MINISTRIES	92,500 00
YOUNG LIFE OF TAMPA	CHURCHES/MINISTRIES	120,000 00
YOUNG LIFE POLK COUNTY	CHURCHES/MINISTRIES	10,000 00
YOUTH FOR CHRIST METRO ATLANTA	CHURCHES/MINISTRIES	25,000.00
YOUTH OUTREACH UNITED	CHURCHES/MINISTRIES	10,000.00
TOTAL CONTRIBUTIONS		2,897,015.50