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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending

THE WILLCOX-LUMPKIN FOUNDATION, INC. P.O. BOX 77 COLUMBUS, GA 31902		A Employer identification number 58-2400489												
		B Telephone number (see the instructions) 706-322-0100												
G Check all that apply: <table style="display: inline-table; vertical-align: top; margin-right: 20px;"> <tr><td><input type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td></tr> </table> <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Name change	C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/>	Initial return													
<input type="checkbox"/>	Final return													
<input type="checkbox"/>	Address change													
<input type="checkbox"/>	Initial return of a former public charity													
<input type="checkbox"/>	Amended return													
<input type="checkbox"/>	Name change													
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>												
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 646,453.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>												
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>												

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(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 (all sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	19,082.	19,082.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	10,066.			
b Gross sales price for all assets on line 6a	254,276.			
7 Capital gain net income (from Part IV, line 2)		10,066.		
8 Net short-term capital gain			1,557.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (attach sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	29,148.	29,148.	1,557.	
13 Compensation of officers, directors, trustees, etc	6,000.	3,000.		3,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	1,750.	1,750.		
c Other prof fees (attach sch)				
17 Interest	45.	45.		
18 Taxes (attach schedule)(see instrs) SEE STM 2	472.	95.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 3	4,782.	4,782.		
24 Total operating and administrative expenses. Add lines 13 through 23	13,049.	9,672.		3,000.
25 Contributions, gifts, grants paid PART XV	26,995.			26,995.
26 Total expenses and disbursements. Add lines 24 and 25	40,044.	9,672.	0.	29,995.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-10,896.			
b Net investment income (if negative, enter -0-)		19,476.		
c Adjusted net income (if negative, enter -0-)			1,557.	

SCANNED MAY 16 2013

REVENUE AND ADMINISTRATIVE EXPENSES

18 P

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			
	2	Savings and temporary cash investments	1,253.	17,014.	17,014.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ▶ 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) STATEMENT 4	581,428.	554,771.	629,439.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	582,681.	571,785.	646,453.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X				
	27	Capital stock, trust principal, or current funds	582,681.	571,785.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	582,681.	571,785.		
31	Total liabilities and net assets/fund balances (see instructions)	582,681.	571,785.		

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)	1 582,681.
2	Enter amount from Part I, line 27a	2 -10,896.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 571,785.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6 571,785.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 5			
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			
b			
c			
d			
e			

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

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	10,066.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\left[\begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-} \\ \text{in Part I, line 8} \end{array} \right]$	3	1,557.

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

(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 (column (b) divided by column (c))
2011	29,750.	621,415.	0.047875
2010	26,800.	595,586.	0.044998
2009	35,912.	546,288.	0.065738
2008	41,895.	716,706.	0.058455
2007	41,250.	873,050.	0.047248

2 Total of line 1, column (d)	2	0.264314
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	0.052863
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	620,986.
5 Multiply line 4 by line 3	5	32,827.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	195.
7 Add lines 5 and 6	7	33,022.
8 Enter qualifying distributions from Part XII, line 4	8	29,995.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	390.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	390.
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	390.
6 Credits/Payments.		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	390.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
1 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JULIA LUMPKIN SANDO</u> Telephone no <u>706-322-3502</u> Located at <u>2204 SLATE DRIVE COLUMBUS GA</u> ZIP + 4 <u>31906</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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2012)

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

5 a 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)? Yes No

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) N/A

6 a 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? Yes No

If 'Yes' to 6b, file Form 8870 6 b X

7 a 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? Yes No

7 b N/A

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
JULIA LUMPKIN SANDO 2204 SLATE DRIVE COLUMBUS, GA 31906	BOARD CHAIR 1.00	6,000.	0.	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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 0.

BAA

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	1 a	621,310.
b Average of monthly cash balances	1 b	9,133.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	630,443.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	630,443.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	9,457.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	620,986.
6 Minimum investment return. Enter 5% of line 5	6	31,049.

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	31,049.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	390.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	390.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	30,659.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	30,659.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	30,659.

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	1 a	29,995.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	29,995.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,995.

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				30,659.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			26,995.	
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 ▶ \$ 29,995.				
a Applied to 2011, but not more than line 2a			26,995.	
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				3,000.
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				27,659.
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) N/A

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

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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 <i>Paid during the year</i> SEE STATEMENT 6				
Total				▶ 3 a 26,995.
b <i>Approved for future payment</i>				
Total				▶ 3 b

THE WILLCOX-LUMPKIN FOUNDATION, INC.

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & RETURN PREPARATION	\$ 1,750.	\$ 1,750.		
TOTAL	<u>\$ 1,750.</u>	<u>\$ 1,750.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 377.			
FOREIGN TAXES	95.	\$ 95.		
TOTAL	<u>\$ 472.</u>	<u>\$ 95.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	\$ 4,782.	\$ 4,782.		
TOTAL	<u>\$ 4,782.</u>	<u>\$ 4,782.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHEVRON CORP	COST	\$ 9,895.	\$ 18,925.
INTL BUSINESS MACHINES	COST	0.	0.
PARTNERRE HLDGS	COST	15,516.	18,513.
ACE LIMITED	COST	16,771.	19,152.
AT&T INC	COST	13,529.	19,552.
AIR PRODUCTS & CHEMICALS	COST	21,560.	20,165.
ALBEMARLE CORP	COST	16,623.	19,257.
AMBAC FINL GROUP	COST	0.	0.
BAKER HUGHES INC	COST	0.	0.
BROWN & BROWN INC	COST	0.	0.
CARDINAL HEALTH	COST	0.	0.
CULLEN FROST BANKERS	COST	0.	0.
ENERGEN CORP	COST	16,352.	16,683.
ENSCO PLC ADR	COST	13,205.	14,227.

THE WILLCOX-LUMPKIN FOUNDATION, INC.

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXXON MOBIL CORP	COST	\$ 16,531.	\$ 19,907.
GENERAL DYNAMICS	COST	12,809.	17,318.
GENUINE PARTS CO	COST	14,679.	19,074.
WW GRAINGER INC	COST	6,318.	20,237.
GREIF BROS CORP	COST	19,495.	13,350.
ILLINOIS TOOL WORKS	COST	0.	0.
INTEL CORP	COST	0.	0.
JOHNSON & JOHNSON	COST	17,054.	19,278.
ELI LILLY & CO	COST	14,342.	20,714.
LINEAR TECHNOLOGY CORP	COST	18,718.	20,923.
MERCK & CO INC	COST	12,125.	16,376.
OMNICOM GROUP	COST	18,427.	18,985.
PAYCHEX INC	COST	18,152.	18,660.
PEPSICO INC	COST	0.	0.
T ROWE PRICE GROUP	COST	15,466.	18,884.
PROCTER & GAMBLE	COST	18,010.	19,009.
STRYKER CORP	COST	21,097.	19,187.
TARGET CORP	COST	17,477.	19,230.
TEVA PHARMACEUTICAL	COST	0.	0.
UNITED PARCEL SERVICE	COST	15,385.	20,276.
WOLVERINE WORLD-WIDE	COST	0.	0.
AMERICAN EXPRESS CO	COST	19,185.	19,543.
BAXTER INTL INC	COST	17,519.	19,331.
BLACKROCK INC	COST	16,024.	18,604.
DARDEN RESTAURANTS	COST	18,096.	16,676.
HELMERICH & PAYNE	COST	15,627.	19,043.
MDC HOLDINGS INC	COST	14,556.	14,336.
MICROSOFT CORP	COST	18,684.	16,827.
NORFOLK SOUTHERN CORP	COST	19,399.	19,170.
TEXAS INSTRUMENTS	COST	17,024.	19,152.
WALGREEN CO	COST	19,121.	18,875.
	TOTAL	\$ 554,771.	\$ 629,439.

STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	40 ACE LIMITED	PURCHASED	5/31/2011	1/05/2012
2	850 AMBAC FINL GROUP INC	PURCHASED	VARIOUS	1/04/2012
3	275 CULLEN FROST BANKERS INC	PURCHASED	4/07/2009	3/26/2012
4	70 EXXON MOBIL CORP	PURCHASED	3/17/2010	1/05/2012
5	110 ILLINOIS TOOL WORKS INC	PURCHASED	6/10/2009	1/05/2012
6	315 ILLINOIS TOOL WORKS INC	PURCHASED	6/10/2009	4/10/2012
7	100 INTEL CORP	PURCHASED	10/27/2009	1/05/2012
8	150 INTL BUSINESS MACHINES CORP	PURCHASED	10/06/2005	1/18/2012
9	90 JOHNSON & JOHNSON	PURCHASED	8/04/2003	1/05/2012
10	80 ELI LILLY & CO	PURCHASED	2/10/2010	1/05/2012
11	70 PEPSICO INC	PURCHASED	3/05/2007	1/05/2012
12	70 PROCTER & GAMBLE CO	PURCHASED	5/23/2007	1/05/2012
13	510 WOLVERINE WORLD-WIDE INC	PURCHASED	12/13/2005	4/30/2012

THE WILLCOX-LUMPKIN FOUNDATION, INC.

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STATEMENT 5 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
14	30 BAXTER INTL INC	PURCHASED	9/13/2012	12/24/2012
15	30 BLACKROCK INC	PURCHASED	1/04/2012	12/24/2012
16	50 HELMERICH & PAYNE	PURCHASED	9/26/2012	12/24/2012
17	100 TEVA PHARMACEUTICALS ADR	PURCHASED	8/20/2012	12/18/2012
18	70 TEXAS INSTRUMENTS	PURCHASED	7/20/2012	12/24/2012
19	50 ACE LTD	PURCHASED	5/31/2011	12/24/2012
20	40 ALBEMARLE CORPORATION	PURCHASED	11/08/2011	12/24/2012
21	410 CARDINAL HEALTH INC	PURCHASED	1/18/2011	9/13/2012
22	100 TEVA PHARMACEUTICALS ADR	PURCHASED	3/10/2011	12/18/2012
23	120 AT&T INC	PURCHASED	10/06/2005	8/20/2012
24	180 BAKER HUGHES INC	PURCHASED	3/17/2010	9/25/2012
25	800 BROWN & BROWN INC	PURCHASED	5/06/2010	7/24/2012
26	30 CHEVRON CORP	PURCHASED	3/21/2006	12/24/2012
27	675 INTEL CORP	PURCHASED	10/27/2009	7/18/2012
28	40 JOHNSON & JOHNSON	PURCHASED	8/04/2003	12/24/2012
29	60 PARTNERRE HLDGS	PURCHASED	10/01/2008	12/24/2012
30	230 PEPSICO INC	PURCHASED	3/05/2007	12/18/2012
31	40 PROCTER & GAMBLE CO	PURCHASED	5/23/2007	12/24/2012
32	40 T ROWE PRICE GROUP INC	PURCHASED	2/28/2008	12/24/2012
33	300 TEVA PHARMACEUTICALS ADR	PURCHASED	2/10/2010	12/18/2012
33	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	2,748.		2,755.	-7.				\$ -7.
2	21.		39,078.	-39,057.				-39,057.
3	16,225.		12,913.	3,312.				3,312.
4	5,960.		4,720.	1,240.				1,240.
5	5,234.		4,082.	1,152.				1,152.
6	17,257.		11,688.	5,569.				5,569.
7	2,507.		1,990.	517.				517.
8	27,132.		11,954.	15,178.				15,178.
9	5,852.		4,565.	1,287.				1,287.
10	3,171.		2,732.	439.				439.
11	4,644.		4,414.	230.				230.
12	4,657.		4,420.	237.				237.
13	21,231.		11,412.	9,819.				9,819.
14	2,004.		1,812.	192.				192.
15	6,201.		5,339.	862.				862.
16	2,787.		2,298.	489.				489.
17	3,859.		4,078.	-219.				-219.
18	2,162.		1,922.	240.				240.
19	4,000.		3,444.	556.				556.
20	2,476.		2,145.	331.				331.
21	15,337.		16,476.	-1,139.				-1,139.
22	3,859.		4,939.	-1,080.				-1,080.
23	4,422.		2,799.	1,623.				1,623.
24	8,412.		9,328.	-916.				-916.
25	20,327.		15,552.	4,775.				4,775.
26	3,256.		1,696.	1,560.				1,560.
27	17,714.		13,435.	4,279.				4,279.
28	2,800.		2,029.	771.				771.
29	4,856.		3,961.	895.				895.
30	16,223.		14,502.	1,721.				1,721.

THE WILLCOX-LUMPKIN FOUNDATION, INC.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
31	2,734.		2,526.	208.				\$ 208.
32	2,632.		2,094.	538.				538.
33	11,576.		17,112.	-5,536.				-5,536.
							TOTAL	\$ 10,066.

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE COLUMBUS MUSEUM COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	\$ 1,000.
COLUMBUS STATE UNIVERSITY COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	1,000.
GIRLS INC. COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	995.
ARMOUR & CAVALRY HERITAGE COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	1,000.
NATL INFANTRY MUSEUM COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	1,000.
CANINE ASSISTANTS COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	5,000.
UNIVERSITY OF GA FOUNDATION ATHENS, GA	NONE	EXEMPT	CHARITABLE	1,000.
HISTORIC COLUMBUS FOUNDATION COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	1,000.
LEADERSHIP GEORGIA COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	1,000.
SPRINGER SOCIETY COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	1,000.
RIVERCENTER INC. COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	1,000.
UNIVERSITY OF GA FOUNDATION ATHENS, GA	NONE	EXEMPT	CHARITABLE	1,000.

THE WILLCOX-LUMPKIN FOUNDATION, INC.

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STATEMENT 6 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
YMCA OF METRO COLUMBUS COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	\$ 1,000.
WEST POINT FUND NEW YORK, NY	NONE	EXEMPT	CHARITABLE	1,000.
COLUMBUS BOTANICAL GARDENS COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	1,000.
HISTORIC LINWOOD FOUNDATION COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	2,000.
FIRST PRESBYTERIAN CHURCH COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	2,000.
BOYS & GIRLS CLUB COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	2,000.
ROTARY FOUNDATION COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	1,000.
ROTARY FOUNDATION COLUMBUS, GA	NONE	EXEMPT	CHARITABLE	1,000.
TOTAL				\$ <u>26,995.</u>