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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

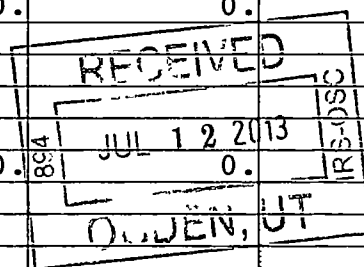
, and ending

Name of foundation BI-LO/WINN-DIXIE FOUNDATION, INC.		A Employer identification number 59-0995428
Number and street (or P.O. box number if mail is not delivered to street address) 5050 EDGEWOOD COURT	Room/suite	B Telephone number 904-783-5599
City or town, state, and ZIP code JACKSONVILLE, FL 32254		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☒ 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) \$ 1,438,037.	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		1,722,895.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		105.	105.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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		1,723,000.	105.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees	STMT 2	718.	0.	0.	0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 3	36,988.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		37,706.	0.	0.	0.
25 Contributions, gifts, grants paid		1,157,646.			1,157,646.
26 Total expenses and disbursements. Add lines 24 and 25		1,195,352.	0.	0.	1,157,646.
27 Subtract line 26 from line 12		527,648.			
a Excess of revenue over expenses and disbursements			105.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				0.	

SCANNED JUL 16 2013

Operating and Administrative Expenses



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	1,283,329.	1,436,423.	1,436,423.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 4	900.	900.	900.
	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 ▶ PREPAID TAXES)	714.	714.	714.	
16 Total assets (to be completed by all filers)	1,284,943.	1,438,037.	1,438,037.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	374,554.		
	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)	374,554.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	910,389.	1,438,037.	
	30 Total net assets or fund balances	910,389.	1,438,037.	
31 Total liabilities and net assets/fund balances	1,284,943.	1,438,037.		

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	910,389.
2 Enter amount from Part I, line 27a	2	527,648.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,438,037.
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	1,438,037.

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				
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			0.
b			
c			
d			
e			

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			0.
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	0.
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	0.

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	1,071,810.	702,766.	1.525131
2010	1,160,000.	768,513.	1.509408
2009	1,176,500.	507,988.	2.316000
2008	1,506,800.	563,312.	2.674894
2007	1,453,183.	711,778.	2.041624

2 Total of line 1, column (d)	2	10.067057
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	2.013411
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	679,676.
5 Multiply line 4 by line 3	5	1,368,467.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1.
7 Add lines 5 and 6	7	1,368,468.
8 Enter qualifying distributions from Part XII, line 4	8	1,157,646.

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	2.
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	2.
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	2.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	714.
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	714.
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	712.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 712. 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ☐ \$ 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) ☐ FL		
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

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 ► N/A	13	X	
14	The books are in care of ► D. MICHAEL BYRUM Located at ► 5050 EDGEWOOD COURT, JACKSONVILLE, FL Telephone no ► 904-783-5000 ZIP+4 ► 32254			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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.)	N/A	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**

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

X**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
MARY KELLMANSON	PRESIDENT			
5050 EDGEWOOD COURT				
JACKSONVILLE, FL 32254	1.00	0.	0.	0.
D. MICHAEL BYRUM	TREASURER			
5050 EDGEWOOD COURT				
JACKSONVILLE, FL 32254	1.00	0.	0.	0.
M. SANDLIN GRIMM	SECRETARY			
5050 EDGEWOOD COURT				
JACKSONVILLE, FL 32254	1.00	0.	0.	0.
ANTHEA JONES	DIRECTOR			
5050 EDGEWOOD COURT				
JACKSONVILLE, FL 32254	1.00	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

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

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

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

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

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.

1	N/A	
2		
3		
4		

Summary of Program-Related Investments

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

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

Form **990-PF** (2012)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	1b	690,026.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	690,026.
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	690,026.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,350.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	679,676.
6 Minimum investment return. Enter 5% of line 5	6	33,984.

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	33,984.
2a Tax on investment income for 2012 from Part VI, line 5	2a	2.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	2.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	33,982.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	33,982.
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	33,982.

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	1,157,646.
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	1,157,646.
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	1,157,646.

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				33,982.
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	1,418,589.			
b From 2008	1,478,905.			
c From 2009	1,151,131.			
d From 2010	1,121,587.			
e From 2011	1,036,672.			
f Total of lines 3a through e	6,206,884.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	1,157,646.			
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				33,982.
e Remaining amount distributed out of corpus	1,123,664.			
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:	7,330,548.			
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	1,418,589.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,911,959.			
10 Analysis of line 9				
a Excess from 2008	1,478,905.			
b Excess from 2009	1,151,131.			
c Excess from 2010	1,121,587.			
d Excess from 2011	1,036,672.			
e Excess from 2012	1,123,664.			

N/A

- ☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2012)

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				
NEW HEIGHTS OF NE FLORIDA, INC 3311 BEACH BLVD JACKSONVILLE, FL 32207	NONE	501(C)(3)		5,000.
ROBERT E. LEE HIGH SCHOOL ROTC 1200 S MCDUFF AVENUE JACKSONVILLE, FL 32205	NONE	501(C)(3)		1,500.
BOYS & GIRLS CLUB OF NORTHEAST FLORIDA 1300 RIVERPLACE BLVD, STE. 310 JACKSONVILLE, FL 32207	NONE	501(C)(3)		5,000.
CAMP TRACEY CHILDRENS HOME 1051 ARLINGTON ROAD JACKSONVILLE, FL 32211	NONE	501(C)(3)		2,500.
AMERICA'S SECOND HARVEST OF COASTAL GA 2501 E. PRESIDENT STREET SAVANNAH, GA 310404	NONE	501(C)(3)		5,000.
Total	SEE CONTINUATION SHEET(S)			1,157,646.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	105.	
	0 .		105 .	0 .

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

Part XVI-B

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)

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)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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.		

[illegible]

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

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

**Sign
Here**

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

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 ☐ self-employed

PTIN	
------	--

AMY BIBBY

Firm's name ► DIXON HUGHES GOODMAN LLP

Firm's EIN ► 56-0747981

Firm's address ► 500 RIDGEFIELD COURT
ASHEVILLE, NC 28806

Phone no (828) 254-2254

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

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

OMB No 1545-0047

2012**Name of the organization****Employer identification number**

BI-LO/WINN-DIXIE FOUNDATION, INC.

59-0995428

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

BI-LO/WINN-DIXIE FOUNDATION, INC.

59-0995428

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	PGA TOUR CHARITIES, INC. 100 PGA TOUR BOULEVARD PONTE VEDRA BEACH, FL 32082	\$ 1,722,405.	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.)
		\$	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

Employer identification number

BI-LO/WINN-DIXIE FOUNDATION, INC.

59-0995428

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

BI-LO/WINN-DIXIE FOUNDATION, INC.

59-0995428

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.) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BEACHES EMERGENCY ASSISTANCE MINISTRY 850 SIXTY AVE S, SUITE 400 JACKSONVILLE BEACH, FL 32250	NONE	501(C)(3)		10,000.
BOY SCOUTS OF AMERICA, N. FLORIDA COUNCIL 521 EDGEWOOD AVENUE, S JACKSONVILLE, FL 32209	NONE	501(C)(3)		60,000.
CENTER OF ACHIEVEMENT, INC. REED CAMPUS 4336 ROTH DRIVE JACKSONVILLE, FL 32703	NONE	501(C)(3)		1,000.
CENTRAL FLORIDA COUNCIL, BOY SCOUTS OF A 1951 S. ORANGE BLOSSOM TRAIL APOPKA, FL 32206	NONE	501(C)(3)		10,000.
CLINTON BUSH MINISTRIES INSTITUTE FOR FIN 1805 N. MAIN STREET STE 4 JACKSONVILLE, FL 32801	NONE	501(C)(3)		1,500.
COALITION FOR THE HOMELESS OF CENTRAL FL 639 WEST CENTRAL BLVD ORLANDO, FL 32801	NONE	501(C)(3)		10,000.
COMMUNITY BAPTIST MISSION, INC. 114 W CRYSTAL AVENUE LAKE WALES, FL 33853	NONE	501(C)(3)		10,000.
COMMUNITY CONNECTIONS OF JACKSONVILLE, IN 327 DUVAL STEET JACKSONVILLE, FL 32202	NONE	501(C)(3)		4,000.
DREAMS COME TRUE OF JACKSONVILLE, INC. 6803 SOUTHPOINT PARKWAY JACKSONVILLE, FL 32216	NONE	501(C)(3)		25,000.
THE FLORIDA BAPTIST CHILDREN'S HOME PO BOX 8190 LAKELAND, FL 33802	NONE	501(C)(3)		1,000.
Total from continuation sheets				1,138,646.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
FRESH MINISTRIES 1131 N. LAURA STREET JACKSONVILLE, FL 32206	NONE	501(C)(3)		1,000.
GIRLS INCORPORATED OF JACKSONVILLE 1627 ROGERO ROAD JACKSONVILLE, FL 32211	NONE	501(C)(3)		1,000.
HERO, INC. 3787 PALM VALLEY ROAD POINT VEDRA BEACH, FL 32082	NONE	501(C)(3)		1,000.
HUBBARD HOUSE PO BOX 4909 JACKSONVILLE, FL 32201	NONE	501(C)(3)		1,500.
I M SULZBACHER CENTER FOR THE HOMELESS 611 E ADAMS STREET JACKSONVILLE, FL 32202	NONE	501(C)(3)		10,000.
JEWISH FAMILY & COMMUNITY SERVICES 6262 DUPONT STATION COURT, E. ST JOHNS, FL 32259	NONE	501(C)(3)		15,000.
KIPP JACKSONVILLE, INC. 1440 MCDUFF AVENUE JACKSONVILLE, FL 32254	NONE	501(C)(3)		50,000.
LEADERSHIP COUNCIL OF RIVERSIDE PRESBYTE PRESBYTERIAN DAY SCHOOL JACKSONVILLE, FL 32204	NONE	501(C)(3)		350.
MALIVAI WASHINGTON KIDS FOUNDATION 1096 W. 6TH STREET JACKSONVILLE, FL 32209	NONE	501(C)(3)		3,500.
MEALS ON WHEELS OF POLK COUNTY, INC. 620 SIXTH STREET N.W. WINTER HAVEN, FL 33881	NONE	501(C)(3)		5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MISSION IN ACTION FOR GOD, INC. 789 S.W. 22ND COURT COURT BELL, FL 32619	NONE	501(C)(3)		1,000.
RONALD MCDONALD HOUSE CHARITIES JAX 824 CHILDREN'S WAY JACKSONVILLE, FL 32207	NONE	501(C)(3)		1,500.
SECOND HARVEST NORTH FLORIDA 4615 PHILIPS HIGHWAY JACKSONVILLE, FL 32207	NONE	501(C)(3)		25,000.
SOCIAL SERVICE COUNCI/JEWISH FED. VOLUSIA VOLUSIA AND FLAGLER COUNTIES ORMOND BEACH, FL 32174	NONE	501(C)(3)		5,000.
ST VINCENT DEPAUL SOCIETY / ST TIMOTHY 1351 PAIGE PLACE LADY LAKE, FL 32159	NONE	501(C)(3)		7,000.
ST VINCENT'S HEALTHCARE FOUNDATION 1 SHIRCLIFF WAY JACKSONVILLE, FL 32204	NONE	501(C)(3)		35,000.
ST. THERESA'S SOCIAL SERVICES 11528 S.E. US HIGHWAY 301 BELLEVIEW, FL 34420	NONE	501(C)(3)		10,000.
THE FIRST TEE OF JACKSONVILLE 1157 MB01 GOLFAIR BLVD. JACKSONVILLE, FL 32209	NONE	501(C)(3)		20,000.
THE PATH OF CITRUS COUNTY PO BOX 3024 INVERNESS, FL 34451	NONE	501(C)(3)		7,500.
THE POTTER'S HOUSE CHRISTIAN FELLOWSHIP 5119 NORMANDY BLVD. JACKSONVILLE, FL 32205	NONE	501(C)(3)		10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE SALVATION ARMY OF NORTHEAST FL 328 N. OCEAN STREET JACKSONVILLE, FL 32202	NONE	501(C)(3)		3,000.
THORMINC, THE HOUSE OF REFUGE MINST. PO BOX 26889 JACKSONVILLE, FL 32226	NONE	501(C)(3)		1,000.
TRINITY RESCUE MISSION 622 W. UNION STREET JACKSONVILLE, FL 32202	NONE	501(C)(3)		10,000.
UNF FOUNDATION - BROOKS COLLEGE OF HEALTH UNF, BROOKS COLLDGE OF HEALTH JACKSONVILLE, FL 32224	NONE	501(C)(3)		1,000.
UNITED NEGRO COLLEGE FUND 1080 WOODCOCK RD STE 280 ORLANDO, FL 32803	NONE	501(C)(3)		60,000.
WE CARE FOOD PANTRY 6629 S BASSETT DRIVE HOMOSASSA, FL 34448	NONE	501(C)(3)		10,000.
ACHIEVEMENT & REHABILITATION CENTERS INC 10250 NW 53RD STREET SUNRISE, FL 33351	NONE	501(C)(3)		3,500.
BLESSINGS FOOD PANTRY 210 NE 3RD STREET POMPANO BEACH, FL 33060	NONE	501(C)(3)		10,000.
CAMILLUS HOUSE 336 NW 5TH STREET MIAMI, FL 33128-1616	NONE	501(C)(3)		10,000.
CARIBBEAN AMERICAN FOR COMMUN. INV. 1030 ROYAL PALM BEACH BLVD PALM BEACH, FL 33411	NONE	501(C)(3)		2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CASA (COMMUNITY ACTION STOPS ABUSE INC) PO BOX 414 ST PETERSBURG, FL 33731	NONE	501(C)(3)		3,000.
CHARLOTTE COUNTY HOMELESS COALITION PO BOX 380157 MURDOCK, FL 33939	NONE	501(C)(3)		3,000.
CHILDREN'S HARBOR 19425 SW 58TH MANOR PEMBROKE PINES, FL 33332	NONE	501(C)(3)		3,000.
CHRISTIANS REACHING OUT TO SOCIETY 301 1ST AVENUE SOUTH LAKE WORTH, FL 33460	NONE	501(C)(3)		5,000.
COALITION TO END HOMELESSNESS PO BOX 030177 FT LAUDERDALE, FL 33303	NONE	501(C)(3)		3,000.
COMMUNITY HABILITATION CENTER, INC. 11450 SW 79TH STREET MIAMI, FL 33173	NONE	501(C)(3)		3,500.
COVENANT HOUSE FLORIDA 733 BREAKERS AVENUE FT LAUDERDALE, FL 33304	NONE	501(C)(3)		2,500.
CURLEY'S HOUSE OF STYLE/HOPE RELIEF FOOD 6025 NW 6TH COURT MIAMI, FL 33127	NONE	501(C)(3)		7,000.
DOMESTIC ABUSE SHELTER, INC. FLORIDA KEYS PO BOX 522696 MARATHON SHORES, FL 33052	NONE	501(C)(3)		5,000.
EAST PASCO MEALS ON WHEELS, INC. 381 15TH AVENUE ZEPHYRHILLS, FL 33542	NONE	501(C)(3)		2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FEED THE HUNGRY AT VILLAGE BAPTIST CHURCH 3600 VILLAGE BLVD PALM BEACH, FL 33407	NONE	501(C)(3)		5,000.
GREATER ST. PAUL A.M.E. CHURCH, INC. 3680 THOMAS AVENUE MIAMI, FL 33133	NONE	501(C)(3)		7,500.
GULF RIDGE COUNCIL, BOY SCOUTS OF AMERICA LEARNING FOR LIFE TAMPA, FL 33612	NONE	501(C)(3)		2,500.
HEARTLAND RURAL HEALTH NETWORK, INC 1200 W AVON BLVD, STE 109 SEBRING, FL 33825	NONE	501(C)(3)		4,500.
JEWISH ADOPTION & FOSTER CARE OPTIONS 4200 N UNIVERSITY DR MARATHON, FL 33351	NONE	501(C)(3)		2,500.
KAIR-KEYS AREA INTERDENOMINATIONAL RES. 3010 OVERSEAS HIGHWAY MARATHON, FL 33250	NONE	501(C)(3)		10,000.
KINGDOM LIFE COMMUNITY SERVICES 20801 BISCAYNE BLVD., STE 403 AVENTURA, FL 33180	NONE	501(C)(3)		7,000.
LIFENET4FAMILIES ONE NW 33RD TERRACE LAUDERHILL, FL 33311	NONE	501(C)(3)		5,000.
LIGA CONTRA EL CANCER 2180 SW 12TH AVENUE MIAMI, FL 33129	NONE	501(C)(3)		100,000.
MAKE-A-WISH FOUNDATION OF SOUTHERN FLORID 4491 S STATE ROAD 7, STE 201 FT LAUDERDALE, FL 33314	NONE	501(C)(3)		2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MIAMI-DADE COUNTY LEAGUE OF CITIES 226 E FLAGLER STREET, STE 200 MIAMI, FL 33131	NONE	501(C)(3)		7,500.
MOTHERS HELPING MOTHERS PO BOX 342 SARASOTA, FL 34230-3042	NONE	501(C)(3)		7,500.
QUANTUM HOUSE, INC. 901 45TH STREET PALM BEACH, FL 33407	NONE	501(C)(3)		10,000.
SOUTH FL COUNCIL BOY SCOUTS OF AMERICA 15255 NW 82ND AVE MIAMI LAKES, FL 33016	NONE	501(C)(3)		2,500.
STAR OF THE SEA FOUNDATION, INC. 5640 MALONEY AVENUE KEY WEST, FL 33040	NONE	501(C)(3)		10,000.
TARPON SPRINGS SHEPHERD CENTER, INC. PO BOX 1766 TARPON SPRINGS, FL 34688	NONE	501(C)(3)		2,400.
THE CENTER FOR FAMILY SERVICES, INC 4101 PARKER AVENUE WEST PALM BEACH, FL 33405	NONE	501(C)(3)		10,000.
THE POVERELLO CENTER, INC. 2056 N DIXIE HIGHWAY WILTON MANORS, FL 33305	NONE	501(C)(3)		10,000.
THE SALVATION ARMY OF IRC 2655 5TH STREET, S.W. VERO BEACH, FL 32968	NONE	501(C)(3)		12,000.
TREASURE COAST FOOD BANK TCFB 3051 INDUSTRIAL 25TH STREET FT PIERCE, FL 34946-8635	NONE	501(C)(3)		7,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
WOMEN IN DISTRESS OF BROWARD COUNTY PO BOX 676 FT LAUDERDALE, FL 33302	NONE	501(C)(3)		5,000.
YOUTH L.E.A.D. FUND - MIAMI FOUNDATION 200 BISCAYNE BLVD., SUITE 505 MIAMI, FL 33131	NONE	501(C)(3)		3,500.
A'S & ACES 1036 ARABELLA STREET NEW ORLEANS, LA 70115	NONE	501(C)(3)		3,000.
BAPTIST HEALTH CARE FOUNDATION PO BOX 241647 MONTGOMERY, AL 36124-1647	NONE	501(C)(3)		3,000.
BEECH GROVE BAPTIST CHURCH OF BATON ROUGE 2376 THOMAS ROAD BATON ROUGE, LA 70807	NONE	501(C)(3)		3,000.
BOYS & GIRLS CLUB OF LAKE MARTIN AREA PO BOX 1016 ALEXANDER CITY, AL 35011	NONE	501(C)(3)		3,000.
BOYS & GIRLS CLUB OF MONTGOMERY PO BOX 234 MONTGOMERY, AL 36101	NONE	501(C)(3)		3,000.
BOYS CLUB OF COLUMBUS AND PHENIX CITY 3810 BUENA VISTA RD COLUMBUS, GA 31906-4346	NONE	501(C)(3)		3,000.
BOYS HOPE GIRLS HOPE OF GREATER NEW ORLEA PO BOX 19307 NEW ORLEANS, LA 70179	NONE	501(C)(3)		3,000.
COMMUNITY CENTER OF ST BERNARD 1107 LEBEAU ST ST ARABI, LA 70032	NONE	501(C)(3)		10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COVENANT HOSPICE 5041 NORTH 12TH AVENUE PENSACOLA, FL 32504	NONE	501(C)(3)		3,000.
FACE TO FACE ENRICHMENT CENTER 2010 S. BURNSIDE AVENUE, SUITE A GONZALES, LA 70737	NONE	501(C)(3)		3,000.
FAITH HEALTH CLINIC / FHC 4182 BALTZELL STREET MARIANNA, FL 32447	NONE	501(C)(3)		10,000.
PERST FOUNDATION FOR CHILDHOOD LITERACY PO BOX 1327 MADISON, GA 30650	NONE	501(C)(3)		3,000.
GREATER ALABAMA COUCIL, BOY SCOUTS OF AM. 516 LIBERTY PARKWAY BIRMINGHAM, AL 35242	NONE	501(C)(3)		3,000.
LADIES LEUKEMIA LEAGUE PO BOX 9355 METAIRIE, LA 70055-9355	NONE	501(C)(3)		5,000.
LOUISIANA CASA ASSOCIATION 9654 BROOKLINE AVE, STE 210 BATON ROUGE, LA 70806	NONE	501(C)(3)		3,000.
LUTHERAN SOCIAL SERVICES OF THE SOUTH BEREAL NEW ORLEANS, LA 70127	NONE	501(C)(3)		3,000.
MANNA MINISTRIES INC. 120 STREET A, SUITE A PICAYUNE, MS 39466	NONE	501(C)(3)		20,000.
MEMORIAL HOSPITAL AT GULFPORT FOUNDATION PO BOX 940 GULFPORT, MS 39502	NONE	501(C)(3)		10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
METROPOLITAN CNTR FOR WOMEN AND CHILDREN PO BOX 10775 JEFFERSON, LA 70181	NONE	501(C)(3)		3,000.
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY, AL 36108	NONE	501(C)(3)		20,000.
OASIS COUNSELING FOR WOMEN AND CHILDREN 1900 14TH AVENUE S. BIRMINGHAM, AL 35205	NONE	501(C)(3)		4,000.
PANAMA CITY RESCUE MISSION PO BOX 2359 PANAMA CITY, FL 32402	NONE	501(C)(3)		5,000.
RONALD MCDONALD HOUSE CHARITIES OF NW FL 5200 BAYOU BLVD PENSACOLA, FL 32503	NONE	501(C)(3)		3,500.
SECOND CHANCE OF NORTHWEST FLORIDA, INC. 222 E EACH DRIVE PANAMA CITY, FL 32401	NONE	501(C)(3)		3,500.
SECOND HARVEST FD BANK OF NEW ORLEANS NEW ORLEANS NEW ORLEANS, LA 70115	NONE	501(C)(3)		35,000.
SPIRIT OF HOPE YOUTH RANCH 194 KINGS RANCH DRIVE WILSONVILLE, AL 35186	NONE	501(C)(3)		3,000.
ST. TAMMANY CANCER FUND 2895 HIGHWAY 190, SUITE S-3 MANDEVILLE, LA 70471	NONE	501(C)(3)		5,000.
THE EXCEPTIONAL FOUNDATION 1616 OXMOORE ROAD BIRMINGHAM, AL 35209	NONE	501(C)(3)		3,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE GOOD SAMARITAN MINISTRY 910 CROSS GATES BLVD SLIDELL, LA 70461	NONE	501(C)(3)		20,000.
UNIVERSITY OF S ALABAMA - MITCHELL CANCER 650 CLINIC DRIVE MOBILE, AL 36688	NONE	501(C)(3)		5,000.
UNITED CEREBRAL PALSY OF WEST ALABAMA 110 UCP PARKWAY NORTHPORT, AL 35476	NONE	501(C)(3)		3,500.
VOLUNTEERS OF AMERICA GREATER NEW ORLEANS NEW ORLEANS NEW ORLEANS, LA 70119	NONE	501(C)(3)		3,000.
WESLEY HOUSE COMMUNITY CENTER INC 1520 8TH AVENUE MERIDIAN, MS 39301	NONE	501(C)(3)		25,000.
FEEDING AMERICA 35 EAST WACHER DRIVE CHICAGO, IL 60601	NONE	501(C)(3)		75,000.
THE GUARDIAN CATHOLIC SCHOOLS 4920 BRENTWOOD AVE JACKSONVILLE, FL 32206	NONE	501(C)(3)		75,000.
PROJECT SERVE 133 NE 2ND AVE APT 2906 MIAMI, FL 33132	NONE	501(C)(3)		1,500.
FEEDING AMERICA TAMPA BAY 4702 TRANSPORT DRIVE TAMPA, FL 33605	NONE	501(C)(3)		450.
MAYO CLINIC 13400 E. SHEA BLVD. SCOTTSDALE, AZ 85259	NONE	501(C)(3)		25,446.
Total from continuation sheets				

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

SOURCE	AMOUNT
WACHOVIA CHECKING	105.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	105.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	718.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	718.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSE	36,988.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	36,988.	0.	0.	0.

FORM 990-PF CORPORATE BONDS STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MADISON CO. TOBACCO WAREHOUSE	800.	800.
MADISON INDUSTRIES	100.	100.
TOTAL TO FORM 990-PF, PART II, LINE 10C	900.	900.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 5

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MELISSA ADAMS
5050 EDGEWOOD COURT
JACKSONVILLE, FL 32254

FORM AND CONTENT OF APPLICATIONS

THERE ARE FORMAL GUIDELINES AND AN APPLICATION PROCESS FOR GRANTS. THE ORIGINAL AND PAPER CLIPPED COPIES OF THE FOLLOWING MUST BE SUBMITTED: 1.) GRANT APPLICATION 2.) BOARD LIST 3.) GRANT PROPOSAL NARRATIVE 4.) IF ANOTHER PROGRAM, A PROGRESS REPORT MUST BE SUBMITTED AS PART OF THEIR NEW GRANT PROPOSAL 5.) ONE COPY OF THE IRS 501(C)(3) LETTER DETERMINING TAX-EXEMPT STATUS. THE APPLICATION FOR GRANT FUNDING AND THE INSTRUCTIONS FOR THE GRANT PROPOSAL NARRATIVE ARE ATTACHED.

ANY SUBMISSION DEADLINES

REQUESTS FOR GIFTS ARE ACCEPTED THROUGHOUT THE YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION'S OBJECTIVE IS TO CONDUCT, OPERATE AND CARRY ON ACTIVITIES TO BENEFIT ONLY PEOPLE IN THE STATES OF ALABAMA, FLORIDA, GEORGIA, LOUISIANA AND MISSISSIPPI. THE FOUNDATION MAKES GRANTS TO ONLY LOCAL NON-PROFIT 501(C)(3) ORGANIZATIONS IN THOSE AREAS WHICH FOCUS ON HUNGER, WOMEN AND CHILDREN, HEALTH AND EDUCATION INITIATIVES. THE FOUNDATION MAY PUT RESOURCES INTO PROJECTS OF ITS OWN CREATION. IN MAKING GRANT DECISIONS, THE FOUNDATION SEEKS TO SUPPORT INITIATIVES THAT FOSTER SIGNIFICANT VALUE WHICH LASTS BEYOND THE FUNDING PERIOD. THE FOUNDATION WILL NOT CONSIDER REQUESTS FOR MULTI-YEAR COMMITMENTS, CAPITAL CAMPAIGNS OR GENERAL OPERATING SUPPORT.