



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



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to public inspection

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 DEC 1, 2012, and ending NOV 30, 2013

Name of foundation

WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.

A Employer identification number

58-1414850

Number and street (or P.O. box number if mail is not delivered to street address)

P.O. BOX 1577

Room/suite

B Telephone number

912-226-4300

City or town, state, and ZIP code

THOMASVILLE, GA 31799

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 62,852,225. (Part I, column (d) must be on cash basis)

J Accounting method:

☒

Cash

☐

Accrual

Other (specify)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐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)

	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	2,381.	2,381.		STATEMENT 1
4 Dividends and interest from securities	597,401.	597,401.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,510,730.			
b Gross sales price for all assets on line 6a	7,137,571.			
7 Capital gain net income (from Part IV, line 2)		3,510,730.		
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	-314.	0.		STATEMENT 3
12 Total. Add lines 1 through 11	4,110,198.	4,110,512.		
13 Compensation of officers, directors, trustees, etc.	80,000.	8,000.		72,000.
14 Other employee salaries and wages	59,141.	0.		59,141.
15 Pension plans, employee benefits	40,703.	2,087.		38,616.
16a Legal fees				
b Accounting fees	8,000.	6,000.		2,000.
c Other professional fees				
17 Interest	7,484.	7,484.		0.
18 Taxes	93,535.	2,571.		10,032.
19 Depreciation and depletion	127.	0.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	217,053.	187,272.		29,590.
24 Total operating and administrative expenses. Add lines 13 through 23	506,043.	213,414.		211,379.
25 Contributions, gifts, grants paid	2,692,000.			2,692,000.
26 Total expenses and disbursements. Add lines 24 and 25	3,198,043.	213,414.		2,903,379.
27 Subtract line 26 from line 12	912,155.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		3,897,098.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED JUL 24 2014

Revenue

Operating and Administrative Expenses

RECEIVED

JUL 22 2014

IRS-OSC

6/4

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

Form 990-PF (2012)

58-1414850

Page **2**

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	15,559.	105,895.	105,895.
	2 Savings and temporary cash investments	4,200,145.	2,263,078.	2,263,078.
	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 STMT 7	30,565,559.	38,488,835.	38,488,835.
	c Investments - corporate bonds STMT 8	7,360,529.	6,429,357.	6,429,357.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	13,834,379.	15,564,997.	15,564,997.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	190.	63.	63.	
16 Total assets (to be completed by all filers)	55,976,361.	62,852,225.	62,852,225.	
Liabilities	17 Accounts payable and accrued expenses	2,385.	2,343.	
	18 Grants payable			
	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)	2,385.	2,343.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	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	55,973,976.	62,849,882.	
30 Total net assets or fund balances	55,973,976.	62,849,882.		
31 Total liabilities and net assets/fund balances	55,976,361.	62,852,225.		

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	55,973,976.
2 Enter amount from Part I, line 27a	2	912,155.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	3	5,963,751.
4 Add lines 1, 2, and 3	4	62,849,882.
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	62,849,882.

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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 7,137,571.		5,714,898.	3,510,730.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			3,510,730.	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	3,510,730.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,663,208.	59,673,007.	.044630
2010	2,624,265.	56,156,037.	.046732
2009	2,903,456.	52,709,361.	.055084
2008	2,778,903.	46,568,511.	.059673
2007	3,362,004.	58,407,910.	.057561
2 Total of line 1, column (d)			2 .263680
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 .052736
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 59,253,099.
5 Multiply line 4 by line 3			5 3,124,771.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 38,971.
7 Add lines 5 and 6			7 3,163,742.
8 Enter qualifying distributions from Part XII, line 4			8 2,903,379.

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.

WILLIAMS FAMILY FOUNDATION

OF GEORGIA, INC.

58-1414850

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
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	77,942.
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	77,942.
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	77,942.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	57,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	45,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	102,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	356.	
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	24,302.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 24,302. Refunded <input type="checkbox"/>	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
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

Page 5

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>LANIGAN & ASSOCIATES, P.C.</u> Telephone no. ► <u>229-226-8320</u> Located at ► <u>314 GORDON AVENUE, THOMASVILLE, GA</u> ZIP+4 ► <u>31792</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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 N/A <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	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

Form 990-PF (2012)

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		80,000.	20,874.	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
SONIA B VICK 113 PONY CR, THOMASVILLE, GA 31792	40.00	59,141.	21,113.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CHARLES SCHWAB PO BOX 2912, PHOENIX, AZ 85062	INVESTMENT MANAGEMENT	62,460.

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**

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.

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	56,660,363.
b	Average of monthly cash balances	1b	3,495,067.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	60,155,430.
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	60,155,430.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	902,331.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,253,099.
6	Minimum investment return. Enter 5% of line 5	6	2,962,655.

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

1	Minimum investment return from Part X, line 6	1	2,962,655.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	77,942.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	77,942.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,884,713.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,884,713.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,884,713.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,903,379.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,903,379.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,903,379.

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.

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**
Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,884,713.
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	60,687.			
b From 2008	464,965.			
c From 2009	294,222.			
d From 2010				
e From 2011				
f Total of lines 3a through e	819,874.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,903,379.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,884,713.
e Remaining amount distributed out of corpus	18,666.			
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	838,540.			
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	60,687.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	777,853.			
10 Analysis of line 9:				
a Excess from 2008	464,965.			
b Excess from 2009	294,222.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	18,666.			

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

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

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

Form 990-PF (2012)

58-1414850 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALL SAINTS EPISCOPAL CHURCH PO BOX 2626 THOMASVILLE, GA 31799				25,000.
AMERICAN RED CROSS 509 N. PATTERSON ST VALDOSTA, GA 31601				10,000.
ARCHBOLD FOUNDATION 910 S. BROAD ST THOMASVILLE, GA 31792				250,000.
ATLANTA BOTANICAL GARDEN 1345 PIEDMONT AVE, NE ATLANTA, GA 30309				500.
BISHOP HALL CHARTER SCHOOL 1819 E. CLAY STREET THOMASVILLE, GA 31792				50,000.
Total	SEE CONTINUATION SHEET(S)			2,692,000.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

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).

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	ELKHORN FUND K-1		VARIOUS	VARIOUS
b	ELKHORN FUND K-1		VARIOUS	VARIOUS
c	EXCELSIOR BUYOUT K-1		VARIOUS	VARIOUS
d	EXCELSIOR BUYOUT K-1		VARIOUS	VARIOUS
e	CAPITAL GAIN DISTRIBUTIONS		VARIOUS	VARIOUS
f	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
g	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
h	EXCELSIOR BUYOUT K-1		VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			-92,598.
b			610,547.
c			-14.
d			88,248.
e			1,481,875.
f	1,128,398.	1,113,891.	14,507.
g	6,009,173.	4,601,007.	1,408,166.
h			-1.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-92,598.
b			610,547.
c			-14.
d			88,248.
e			1,481,875.
f			14,507.
g			1,408,166.
h			-1.
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,510,730.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

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
BOYS & GIRLS CLUB OF VALDOSTA PO BOX 682 VALDOSTA, GA 31603				10,000.
BROOKWOOD SCHOOL 301 CARDINAL RIDGE RD THOMASVILLE, GA 31792				5,000.
BROOKWOOD SCHOOL 301 CARDINAL RIDGE RD THOMASVILLE, GA 31792				25,000.
BROOKWOOD SCHOOL 301 CARDINAL RIDGE RD THOMASVILLE, GA 31792				200,000.
CHARITY GLOBAL INC 200 VARICK ST STE 201 NEW YORK, NY 10014				20,000.
CIVIL WAR PRESERVATION TRUST 1156 15TH ST, NW SUITE 900 WASHINGTON, DC 20005				100,000.
COMMUNITY FOUNDATION OF SOUTH GEORGIA, INC - GARDEN CLUB PO BOX 2654 THOMASVILLE, GA 31792				30,000.
COMMUNITY FOUNDATION OF SOUTH GEORGIA, INC - MATCHING GIFT FUND PO BOX 2654 THOMASVILLE, GA 31792				40,000.
COMMUNITY FOUNDATION OF SOUTH GEORGIA, INC - MUSIC & TROUPE PO BOX 2654 THOMASVILLE, GA 31792				5,000.
COMMUNITY FOUNDATION OF SOUTH GEORGIA, INC PO BOX 2654 THOMASVILLE, GA 31792				40,000.
Total from continuation sheets				2,356,500.

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
COMMUNITY FOUNDATION OF SOUTH GEORGIA, INC PO BOX 2654 THOMASVILLE, GA 31792				250,000.
COMMUNITY FOUNDATION OF SOUTH GEORGIA, INC PO BOX 2654 THOMASVILLE, GA 31792				150,000.
COMMUNITY SUPPORT FOUNDATION PO BOX 2654 THOMASVILLE, GA 31792				6,500.
CONGRESSIONAL SPORTSMEN'S FOUNDATION 110 NORTH CAROLINA AVE, SE WASHINGTON, DC 20003				5,000.
DUCKS UNLIMITED, INC ONE WATERFOWL WAY MEMPHIS, TN 38120				10,000.
EMORY UNIVERSITY 1440 CLIFTON RD, SUITE 170 ATLANTA, GA 30322				10,000.
EMORY UNIVERSITY 1440 CLIFTON RD, SUITE 170 ATLANTA, GA 30322				10,000.
EMORY UNIVERSITY 1440 CLIFTON RD, SUITE 170 ATLANTA, GA 30322				10,000.
EPISCOPAL DIOCESE OF GEORGIA 611 EAST BAY STREET SAVANNAH, GA 31401				15,000.
FAMILY ENRICHMENT GROUP, INC PO BOX 1034 THOMASVILLE, GA 31799				15,000.
Total from continuation sheets				

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

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
FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 466 THOMASVILLE, GA 31799				5,000.
FORWARD ARTS FOUNDATION INC 3130 SLATON DR, NW ATLANTA, GA 30305				500.
GEORGIA CONSERVANCY 817 WEST PEACHTREE ST SUITE 200 ATLANTA, GA 30308				500.
GEORGIA DNR 2070 US HWY 278 SE SOCIAL CIRCLE, GA 30025				10,000.
GEORGIA HISTORICAL SOCIETY 501 WHITAKER ST SAVANNAH, GA 31401				5,000.
GEORGIA HISTORICAL SOCIETY 501 WHITAKER ST SAVANNAH, GA 31401				75,000.
GEORGIA JUSTICE PROJECT 438 EDGEWOOD AVE ATLANTA, GA 310312				25,000.
GEORGIA RESEARCH ALLIANCE 50 HURT PLAZA, SUIT 1220 ATLANTA, GA 30303				25,000.
GEORGIA TRUST FOR HISTORIC PRESERVATION 1516 PEACHTREE ST, NW ATLANTA, GA 30309				10,000.
GOAL LINE MINISTRIES PO BOX 1202 1501 MILLPOND RD THOMASVILLE, GA 31799				5,000.
Total from continuation sheets				

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

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
GREATER ATLANTA CHRISTIAN SCHOOLS 1575 INDIAN TRAIL RD NORCROSS, GA 30093				5,000.
HALCYON HOME FOR BATTERED WOMEN, INC PO BOX 1838 THOMASVILLE, GA 31799				20,000.
HANDS & HEARTS FOR HORSES INC PO BOX 1095 THOMASVILLE, GA 31799				15,000.
HANDS ON THOMAS COUNTY PO BOX 252 THOMASVILLE, GA 31799				11,500.
JOSHUA'S PROMISE 3053 N CHURCH ST MEIGS, GA 31765				10,000.
LAWSON NEEL MED BANK, INC PO BOX 5756 THOMASVILLE, GA 31758				10,000.
LIVES WITHOUT LIMITS PO BOX 1652 THOMASVILLE, GA 31799				10,000.
MEAD HALL EPISCOPAL SCHOOL 129 PENDLETON ST, SW AIKEN, SC 29801				25,000.
MEAD HALL EPISCOPAL SCHOOL 129 PENDLETON ST, SW AIKEN, SC 29801				50,000.
MNW BOYS & GIRLS CLUB, INC PO BOX 3026 THOMASVILLE, GA 31799				235,000.
Total from continuation sheets				

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

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
NATIONAL GALLERY OF ART 2000B SOUTH CLUB DR LANDOVER, MD 20785				1,000.
NATIONAL SOCIETY OF COLONIAL DAMES IN THE STATE OF GEORGIA 329 ABERCORN ST SAVANNAH, GA 31401				500.
NATIONAL TRUST FOR HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE, NW WASHINGTON, DC 20036				10,000.
ONE HEARTBEAT INC PO BOX 1577 THOMASVILLE, GA 31799				30,000.
PLANNED PARENTHOOD SOUTHEAST, INC. 75 PIEDMONT AVE, SUITE 800 ATLANTA, GA 30303				500.
SECOND HARVEST OF SOUTH GEORGIA, INC 1411 HARBIN CIRCLE VALDOSTA, GA 31601				25,000.
SEMINOLE BOOSTERS INC PO BOX 1353 TALLAHASSEE, FL 32302				2,500.
SOUTH GEORGIA BALLET PO BOX 1192 THOMASVILLE, GA 31799				25,000.
SOUTHERN ARCHITECTURE FOUNDATION INC 1421 PEACHTREE ST, NE UNIT 410 ATLANTA, GA 30309				500.
SUWANNEE RIVER AREA COUNCIL, BOY SCOUTS OF AMERICA 2032 THOMASVILLE RD TALLAHASSEE, FL 32308				5,000.
Total from continuation sheets				

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

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
TALL TIMBERS RESEARCH 13093 HENRY BEADEL DR TALLAHASSEE, FL 32312				50,000.
THE CONCORD COALITION 1011 ARLINGTON BLVD SUITE 300 ARLINGTON, VA 22209				500.
THE LONGLEAF ALLIANCE 12130 DIXON CENTER RD ANDALUSIA, AL 36920				20,000.
THE NATURE CONSERVANCY IN GEORGIA 100 PEACHTREE ST, SUITE 2250 ATLANTA, GA 30303				1,500.
THE NATURE CONSERVANCY IN GEORGIA 100 PEACHTREE ST, SUITE 2250 ATLANTA, GA 30303				100,000.
THE SALVATION ARMY PO BOX 66 THOMASVILLE, GA 31799				50,000.
THE TREEHOUSE CHILDREN'S ADVOCACY CENTER PO BOX 2594 THOMASVILLE, GA 31799				2,000.
THE VASHTI CENTER, INC 1815 E CLAY STREET THOMASVILLE, GA 31792				50,000.
THOMAS COUNTY FOOD BANK & OUTREACH CENTER, INC PO BOX 2422 THOMASVILLE, GA 31799				20,000.
THOMAS COUNTY HABITAT FOR HUMANITY 4131 GA HWY 122 THOMASVILLE, GA 31757				50,000.
Total from continuation sheets				

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

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
THOMAS COUNTY HISTORICAL SOCIETY INC 725 N DAWSON ST THOMASVILLE, GA 31792				5,000.
THOMAS COUNTY HISTORICAL SOCIETY INC 725 N DAWSON ST THOMASVILLE, GA 31792				30,000.
THOMAS COUNTY HUMANE SOCIETY 180 BIG STAR DR THOMASVILLE, GA 31757				10,000.
THOMAS COUNTY HUMANE SOCIETY 180 BIG STAR DR THOMASVILLE, GA 31757				1,000.
THOMAS COUNTY PUBLIC LIBRARY SYSTEM 201 N MADISON ST THOMASVILLE, GA 31792				10,000.
THOMASVILLE ANTIQUES SHOW FOUNDATION PO BOX 1633 THOMASVILLE, GA 31799				10,000.
THOMASVILLE CENTER FOR THE ARTS PO BOX 12177 THOMASVILLE, GA 31799				2,500.
THOMASVILLE CENTER FOR THE ARTS PO BOX 2177 THOMASVILLE, GA 31799				50,000.
THOMASVILLE GENEALOGICAL, HISTORY, AND FINE ARTS LIBRARY PO BOX 1597 THOMASVILLE, GA 31799				1,000.
THOMASVILLE LANDMARKS INC PO BOX 1285 THOMASVILLE, GA 31799				2,000.
Total from continuation sheets				

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

58-1414850

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
TIPITINA'S FOUNDATION 4040 TULANE AVE, #6000 NEW ORLEANS, LA 70119				10,000.
US DEPARTMENT OF STATE, DIPLOMATIC RECEPTION ROOMS 2201 C STREET, NW WASHINGTON, DC 20520				10,000.
WASHINGTON AND LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON, VA 24450				250,000.
YMCA OF THOMASVILLE PO BOX 1037 THOMASVILLE, GA 31799				5,000.
YOUNG LIFE 450 W JACKSON ST THOMASVILLE, GA 31792				7,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
BANK INTEREST	518.
INTEREST INCOME - PARTNERSHIP	895.
INTEREST INCOME - SAVINGS	968.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,381.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE STOCKS	509,118.	0.	509,118.
OTHER PORTFOLIO INCOME/K-1	78.	0.	78.
PARTNERSHIP DIVIDENDS	88,205.	0.	88,205.
TOTAL TO FM 990-PF, PART I, LN 4	597,401.	0.	597,401.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	-314.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-314.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,000.	6,000.		2,000.
TO FORM 990-PF, PG 1, LN 16B	8,000.	6,000.		2,000.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER TAXES	80,932.	0.		0.	
PAYROLL TAXES	10,644.	612.		10,032.	
FOREIGN TAXES	1,959.	1,959.		0.	
TO FORM 990-PF, PG 1, LN 18	93,535.	2,571.		10,032.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSE	187,272.	187,272.		0.	
BANK CHARGES	4.	0.		4.	
LIFE INSURANCE	180.	0.		0.	
NON-DEDUCTIBLE EXPENSE/K-1	11.	0.		0.	
BOOKS & SUBSCRIPTIONS	4,981.	0.		4,981.	
POSTAGE & MAILING	374.	0.		374.	
TELEPHONE	2,208.	0.		2,208.	
TRAINING & TRAVEL	5,162.	0.		5,162.	
MEETING EXPENSE	5,495.	0.		5,495.	
OFFICE EXPENSE	3,631.	0.		3,631.	
LONG TERM DISABILITY	180.	0.		180.	
SELF INSURANCE- HEALTH	925.	0.		925.	
ANNUAL COMPANY REGISTRATION	30.	0.		30.	
MEMBERSHIP DUES	6,600.	0.		6,600.	
TO FORM 990-PF, PG 1, LN 23	217,053.	187,272.		29,590.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCKS	38,488,835.	38,488,835.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	38,488,835.	38,488,835.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	6,429,357.	6,429,357.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,429,357.	6,429,357.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	15,564,997.	15,564,997.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,564,997.	15,564,997.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
-------------	--------------	-----------	----

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SOFTWARE	20,327.	20,327.	20,327.
ACCUMULATED AMORTIZATION	-20,327.	-20,327.	-20,327.
OFFICE FURNITURE	37,981.	37,981.	37,981.
ACCUMULATED DEPRECIATION	-37,791.	-37,918.	-37,918.
TO FORM 990-PF, PART II, LINE 15	190.	63.	63.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DIANE W. PARKER P.O. BOX 1577 THOMASVILLE, GA 31799	SECRETARY/DIRECTOR 0.00	0.	0.	0.
BERNARD LANIGAN, JR 430 S. HANSELL ST THOMASVILLE, GA 31792	TREASURER/DIRECTOR 0.00	0.	0.	0.
JOSEPH E BEVERLY 1132 GORDON AVE THOMASVILLE, GA 31792	DIRECTOR 0.00	0.	0.	0.
THOMAS H VANN JR 411 GORDON AVE THOMASVILLE, GA 31792	DIRECTOR 0.00	0.	0.	0.
THOMAS W PARKER 4554 WHITESTONE WAY SUWANEE, GA 30024	DIRECTOR 0.00	0.	0.	0.
STEPHEN T PARKER 1650 CAMP RAWLS ROAD WAGENER, SC 29164	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ALSTON PARKER WATT P O BOX 1577 THOMASVILLE, GA 31799	PRESIDENT/EXECUTIVE DIRECTOR 30.00	80,000.	20,874.	0.
LAWRENCE HARMON 8214 US HWY 19S THOMASVILLE, GA 31757	DIRECTOR 0.00	0.	0.	0.
FRED COOPER 170 WEST PACES FERRY ROAD ATLANTA, GA 30305	DIRECTOR 0.00	0.	0.	0.
THOMAS L WILLIAMS IV P O BOX 1577 THOMASVILLE, GA 31799	DIRECTOR 0.00	0.	0.	0.
ASHLYN W. STEVENS 3688 F.M. 2896 GAINESVILLE, TX 76240	DIRECTOR 0.00	0.	0.	0.

WILLIAMS FAMILY FOUNDATION OF GEORGIA, I

58-1414850

JOSEPH NEEL WILLIAMS DIRECTOR
P O BOX 1577 0.00
THOMASVILLE, GA 31799

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

80,000. 20,874. 0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	12
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIAMS FAMILY FOUNDATION OF GEORGIA, INC.
PO BOX 1577
THOMASVILLE, GA 31799

TELEPHONE NUMBER

229-228-1828

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE WRITTEN & CONTAIN INFORMATION REGARDING AMOUNT OF CONTRIBUTION REQUESTED, BUDGET, FINANCIAL STATEMENTS, EXEMPTION LETTER, ETC.

ANY SUBMISSION DEADLINES

SPRING DEADLINE: FEBRUARY 1 & FALL DEADLINE: SEPTEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

CONSERVATION, HISTORIC PRESERVATION, AND CHILDREN'S WELFARE PRIMARILY IN THOMASVILLE, GA AREA, & OTHER ORGANIZATIONS WITH SPECIAL INTEREST OF FOUNDATION

Depreciation Expense

Federal

12/01/2012 - 11/30/2013

System No.	S	Description	Date in Service	Method / Conv.	Life	Cost / Other Basis	Bus./Inv %	Sec. 179/ Bonus	Salvage/ Basis Adj.	Beg Accum. Depreciation	Current Depreciation	Total Depreciation
Other Depr #1 - Other Depreciation												
1		Two Fire Proof	10/01/99	M / MQ	7.0000	2,435.90	100.0000	0.00	0.00	2,435.90	0.00	2,435.90
2		Network Solution	05/14/02	M / HY	5.0000	9,646.24	100.0000	0.00	0.00	9,646.24	0.00	9,646.24
3		Printer	01/05/00	M / HY	5.0000	2,320.05	100.0000	0.00	0.00	2,320.05	0.00	2,320.05
4		Pentium III Comp	01/05/00	M / HY	5.0000	2,893.60	100.0000	0.00	0.00	2,893.60	0.00	2,893.60
5		Fireproof File Cat	03/06/00	M / HY	7.0000	2,614.06	100.0000	0.00	0.00	2,614.06	0.00	2,614.06
6		Copier	03/07/00	M / HY	5.0000	2,750.00	100.0000	0.00	0.00	2,750.00	0.00	2,750.00
7		Fax Machine	07/17/00	M / HY	7.0000	2,082.78	100.0000	0.00	0.00	2,082.78	0.00	2,082.78
8		Computer-Alston	10/02/00	M / HY	5.0000	1,361.25	100.0000	0.00	0.00	1,361.25	0.00	1,361.25
9		Network Technol	06/13/02	M / HY	5.0000	4,281.25	100.0000	0.00	0.00	4,281.25	0.00	4,281.25
10		GHA TECH COM	11/01/03	M / MQ	5.0000	1,595.41	100.0000	0.00	0.00	1,595.41	0.00	1,595.41
11		NTS/ ALSTON'S	04/01/04	SL / N/A	5.0000	3,800.35	100.0000	0.00	0.00	3,800.35	0.00	3,800.35
12		Macbook Pro	01/21/09	M / HY	5.0000	2,136.59	100.0000	0.00	0.00	2,136.59	126.71	2,136.59
Subtotal: Other Depr #1 - Other Depreciation						37,980.84		0.00	0.00	37,790.77	126.71	37,917.48
Less dispositions and exchanges:						0.00		0.00	0.00	0.00	0.00	0.00
Net for: Other Depr #1 - Other Depreciation						37,980.84		0.00	0.00	37,790.77	126.71	37,917.48
Subtotal:												
Less dispositions and exchanges:						0.00		0.00	0.00	0.00	0.00	0.00
Grand Totals:						37,980.84		0.00	0.00	37,790.77	126.71	37,917.48

2013 WFFG Schedule of Contributions

5 February 2014

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>All Saints Episcopal Church</u>			
All Saints Episcopal Church Thomasville Georgia	\$25,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total All Saints Episcopal Church (1 item)</i>	\$25,000.00		
<u>American Red Cross - South Georgia Chapter</u>			
American Red Cross - South Georgia Chapter Thomasville GA	\$10,000.00	10/9/2013	Fourth Generation
<i>Total American Red Cross - South Georgia Chapter (1 item)</i>	\$10,000.00		
<u>Archbold Foundation</u>			
Archbold Foundation Thomasville Georgia	\$250,000.00	12/18/2012	MNW Fund
<i>Total Archbold Foundation (1 item)</i>	\$250,000.00		
<u>Atlanta Botanical Gardens</u>			
Atlanta Botanical Gardens Atlanta Georgia	\$500.00	6/1/2013	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Total Atlanta Botanical Gardens (1 item)</i>	\$500.00		
<u>Bishop Hall Charter School</u>			
Bishop Hall Charter School Thomasville Georgia	\$50,000.00	11/19/2013	MNW Fund
<i>Total Bishop Hall Charter School (1 item)</i>	\$50,000.00		
<u>Boys & Girls Club of Valdosta</u>			
Boys & Girls Club of Valdosta Valdosta GA	\$10,000.00	11/20/2013	Foundation
<i>Total Boys & Girls Club of Valdosta (1 item)</i>	\$10,000.00		
<u>Brookwood School</u>			
Brookwood School Thomasville Georgia	\$5,000.00	6/1/2013	MNW Perpetual Giving Fund
Brookwood School Thomasville Georgia	\$25,000.00	6/1/2013	Foundation
Brookwood School Thomasville Georgia	\$200,000.00	11/20/2013	MNW Fund
<i>Total Brookwood School (3 items)</i>	\$230,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>charity: water</u> charity: water New York NY	\$20,000.00	10/9/2013	Fourth Generation
<i>Total charity: water (1 item)</i>	\$20,000.00		
<u>Civil War Preservation Trust</u> Civil War Preservation Trust Washington D.C.	\$100,000.00	5/1/2013	MNW Fund
<i>Total Civil War Preservation Trust (1 item)</i>	\$100,000.00		
<u>Community Foundation of South Georgia, Inc.</u> Community Foundation of South Georgia, Inc Thomasville GA	\$40,000.00	1/23/2013	Employee Incentive Fund
Community Foundation of South Georgia, Inc. Thomasville GA	\$5,000.00	6/1/2013	MNW Perpetual Giving Fund
Community Foundation of South Georgia, Inc. Thomasville GA	\$250,000.00	11/20/2013	MNW Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
Community Foundation of South Georgia, Inc. Thomasville GA	\$40,000.00	1/23/2013	Board Matching
Community Foundation of South Georgia, Inc. Thomasville GA	\$30,000.00	5/1/2013	Foundation
Community Foundation of South Georgia, Inc. Thomasville GA	\$150,000.00	11/20/2013	MNW Fund
<i>Total Community Foundation of South Georgia, Inc. (6 items)</i>	\$515,000.00		
<u>Community Support Foundation, Inc.</u>			
Community Support Foundation, Inc. Thomasville GA	\$6,500.00	5/1/2013	Foundation
<i>Total Community Support Foundation, Inc. (1 item)</i>	\$6,500.00		
<u>Congressional Sportsmen's Foundation</u>			
Congressional Sportsmen's Foundation Washington DC	\$5,000.00	11/20/2013	Foundation
<i>Total Congressional Sportsmen's Foundation (1 item)</i>	\$5,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Department of Natural Resources</u>			
Department of Natural Resources Atlanta Georgia	\$10,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Department of Natural Resources (1 item)</i>	\$10,000.00		
<u>Ducks Unlimited, Inc.</u>			
Ducks Unlimited, Inc. Memphis TN	\$10,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Ducks Unlimited, Inc (1 item)</i>	\$10,000.00		
<u>Emory University School of Medicine</u>			
Emory University School of Medicine Atlanta Georgia	\$10,000.00	6/1/2013	MNW Perpetual Giving Fund
Emory University School of Medicine Atlanta Georgia	\$10,000.00	6/1/2013	MNW Perpetual Giving Fund
Emory University School of Medicine Atlanta Georgia	\$10,000.00	10/9/2013	Fourth Generation
<i>Total Emory University School of Medicine (3 items)</i>	\$30,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Episcopal Diocese of Georgia</u>			
Episcopal Diocese of Georgia Savannah GA	\$15,000.00	10/9/2013	Fourth Generation
<i>Total Episcopal Diocese of Georgia (1 item)</i>			
	\$15,000.00		
<u>Family Enrichment Group, Inc.</u>			
Family Enrichment Group, Inc. Thomasville GA	\$15,000.00	11/20/2013	Foundation
<i>Total Family Enrichment Group, Inc (1 item)</i>			
	\$15,000.00		
<u>Fellowship of Christian Athletes</u>			
Fellowship of Christian Athletes Thomasville Georgia	\$5,000.00	11/20/2013	Foundation
<i>Total Fellowship of Christian Athletes (1 item)</i>			
	\$5,000 00		
<u>Georgia Historical Society</u>			
Georgia Historical Society Savannah, Georgia	\$75,000.00	5/1/2013	MNW Fund
<i>Total Georgia Historical Society (1 item)</i>			
	\$75,000.00		
Georgia Historical Society Savannah, Georgia	\$5,000.00	6/1/2013	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Total Georgia Historical Society (2 items)</i>	\$80,000.00		
<u>Georgia Justice Project</u>			
Georgia Justice Project Atlanta GA	\$25,000.00	5/1/2013	Foundation
<i>Total Georgia Justice Project (1 item)</i>	\$25,000.00		
<u>Georgia Research Alliance</u>			
Georgia Research Alliance Atlanta GA	\$25,000.00	5/1/2013	MNW Fund
<i>Total Georgia Research Alliance (1 item)</i>	\$25,000.00		
<u>Georgia Trust for Historic Preservation</u>			
Georgia Trust for Historic Preservation Atlanta Georgia	\$10,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Georgia Trust for Historic Preservation (1 item)</i>	\$10,000.00		
<u>Goal Line Ministries</u>			
Goal Line Ministries Thomasville GA	\$5,000.00	11/20/2013	Foundation
<i>Total Goal Line Ministries (1 item)</i>	\$5,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Halcyon Home</u>			
Halcyon Home Thomasville Georgia	\$20,000.00	11/20/2013	Foundation
<i>Total Halcyon Home (1 item)</i>	\$20,000.00		
<u>Hands and Hearts for Horses</u>			
Hands and Hearts for Horses Thomasville GA	\$15,000.00	5/1/2013	Foundation
<i>Total Hands and Hearts for Horses (1 item)</i>	\$15,000.00		
<u>Hands on Thomas County</u>			
Hands on Thomas County Thomasville Georgia	\$11,500.00	5/1/2013	Foundation
<i>Total Hands on Thomas County (1 item)</i>	\$11,500.00		
<u>Joshua's Promise</u>			
Joshua's Promise Meigs GA	\$10,000.00	5/1/2013	Foundation
<i>Total Joshua's Promise (1 item)</i>	\$10,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Lives Without Limits</u>			
Lives Without Limits Thomasville GA	\$10,000.00	11/20/2013	Foundation
<i>Total Lives Without Limits (1 item)</i>	\$10,000.00		
<u>Mead Hall/Aiken Preparatory School</u>			
Mead Hall/Aiken Preparatory School Aiken SC	\$25,000.00	4/1/2013	Fourth Generation
Mead Hall/Aiken Preparatory School Aiken SC	\$50,000.00	8/21/2013	MNW Fund
<i>Total Mead Hall/Aiken Preparatory School (2 items)</i>	\$75,000.00		
<u>National Gallery of Art</u>			
National Gallery of Art Landover MD	\$1,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total National Gallery of Art (1 item)</i>	\$1,000.00		
<u>National Society of Colonial Dames of Ga.</u>			
National Society of Colonial Dames of Ga. Savannah Georgia	\$500.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total National Society of Colonial Dames of Ga. (1 item)</i>	\$500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>National Trust for Historic Preservation</u>			
National Trust for Historic Preservation Washington D.C.	\$10,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total National Trust for Historic Preservation (1 item)</i>			
	\$10,000.00		
<u>One Heartbeat, Inc</u>			
One Heartbeat, Inc GA	\$30,000.00	5/1/2013	Foundation
<i>Total One Heartbeat, Inc (1 item)</i>			
	\$30,000.00		
<u>Planned Parenthood of Georgia</u>			
Planned Parenthood of Georgia Atlanta Georgia	\$500.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Planned Parenthood of Georgia (1 item)</i>			
	\$500.00		
<u>Second Harvest of South Georgia, Inc</u>			
Second Harvest of South Georgia, Inc Valdosta GA	\$25,000.00	11/20/2013	Foundation
<i>Total Second Harvest of South Georgia, Inc (1 item)</i>			
	\$25,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Seminole Boosters</u>			
Seminole Boosters Tallahassee Florida	\$2,500.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Seminole Boosters (1 item)</i>	\$2,500.00		
<u>South Georgia Ballet</u>			
South Georgia Ballet Cairo GA	\$25,000.00	5/1/2013	Foundation
<i>Total South Georgia Ballet (1 item)</i>	\$25,000.00		
<u>Southern Architectural Foundation, Inc.</u>			
Southern Architectural Foundation, Inc. Atlanta Georgia	\$500.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Southern Architectural Foundation, Inc. (1 item)</i>	\$500.00		
<u>Suwannee River Area Council Boy Scouts</u>			
Suwannee River Area Council Boy Scouts Tallahassee Florida	\$5,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Suwannee River Area Council Boy Scouts (1 item)</i>	\$5,000.00		

Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
<u>Tall Timbers</u>			
Tall Timbers	\$50,000.00	5/1/2013	Foundation
Tallahassee			
Florida			
<i>Total Tall Timbers (1 item)</i>	\$50,000.00		
<u>The Concord Coalition</u>			
The Concord Coalition	\$500 00	6/1/2013	MNW Perpetual Giving Fund
Arlington			
Virginia			
<i>Total The Concord Coalition (1 item)</i>	\$500.00		
<u>The Forward Arts Foundation</u>			
The Forward Arts Foundation	\$500.00	6/1/2013	MNW Perpetual Giving Fund
Atlanta			
Georgia			
<i>Total The Forward Arts Foundation (1 item)</i>	\$500.00		
<u>The Georgia Conservancy</u>			
The Georgia Conservancy	\$500.00	6/1/2013	MNW Perpetual Giving Fund
Atlanta			
Georgia			
<i>Total The Georgia Conservancy (1 item)</i>	\$500.00		

Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
<u>The Greater Atlanta Christian School</u>			
The Greater Atlanta Christian School Norcross GA	\$5,000.00	10/9/2013	Fourth Generation
<i>Total The Greater Atlanta Christian School (1 item)</i>	\$5,000.00		
<u>The Lawson Neel MedBank</u>			
The Lawson Neel MedBank Thomasville Georgia	\$10,000.00	11/20/2013	Foundation
<i>Total The Lawson Neel MedBank (1 item)</i>	\$10,000.00		
<u>The Longleaf Alliance</u>			
The Longleaf Alliance Andalusia AL	\$20,000.00	5/1/2013	Foundation
<i>Total The Longleaf Alliance (1 item)</i>	\$20,000.00		
<u>The M.N.W. Boys & Girls Clubs of Thomasville</u>			
The M.N.W. Boys & Girls Clubs of Thomasville Thomasville Georgia	\$235,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total The M N W. Boys & Girls Clubs of Thomasville (1 item)</i>	\$235,000.00		

Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
<u>The Nature Conservancy in Georgia</u>			
The Nature Conservancy in Georgia Atlanta Georgia	\$100,000.00	11/20/2013	MNW Fund
The Nature Conservancy in Georgia Atlanta Georgia	\$1,500.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total The Nature Conservancy in Georgia (2 items)</i>	\$101,500.00		
<u>The Salvation Army</u>			
The Salvation Army Thomasville Georgia	\$50,000.00	5/1/2013	Foundation
<i>Total The Salvation Army (1 item)</i>	\$50,000.00		
<u>The Treehouse</u>			
The Treehouse Thomasville GA	\$2,000.00	11/20/2013	Foundation
<i>Total The Treehouse (1 item)</i>	\$2,000.00		
<u>Thomas County Food Bank and Outreach Center, Inc.</u>			
Thomas County Food Bank and Outreach Center, Inc. Thomasville GA	\$20,000.00	5/1/2013	Foundation
<i>Total Thomas County Food Bank and</i>	\$20,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Outreach Center, Inc. (1 item)</i>			
<u>Thomas County Historical Society</u>			
Thomas County Historical Society Thomasville Georgia	\$5,000.00	6/1/2013	MNW Perpetual Giving Fund
Thomas County Historical Society Thomasville Georgia	\$30,000.00	11/20/2013	Foundation
<i>Total Thomas County Historical Society (2 items)</i>	\$35,000.00		
<u>Thomas County Public Library</u>			
Thomas County Public Library Thomasville Georgia	\$10,000.00	8/1/2013	Foundation
<i>Total Thomas County Public Library (1 item)</i>	\$10,000.00		
<u>Thomasville Antiques Show Foundation</u>			
Thomasville Antiques Show Foundation Thomasville Georgia	\$10,000.00	1/23/2013	MNW Perpetual Giving Fund
<i>Total Thomasville Antiques Show Foundation (1 item)</i>	\$10,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Thomasville Center for the Arts</u>			
Thomasville Center for the Arts Thomasville Georgia	\$2,500.00	6/1/2013	MNW Perpetual Giving Fund
Thomasville Center for the Arts Thomasville Georgia	\$50,000.00	5/1/2013	Foundation
<i>Total Thomasville Center for the Arts (2 items)</i>	\$52,500.00		
<u>Thomasville Genealogical Library</u>			
Thomasville Genealogical Library Thomasville Georgia	\$1,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Thomasville Genealogical Library (1 item)</i>	\$1,000.00		
<u>Thomasville Landmarks, Inc.</u>			
Thomasville Landmarks, Inc. Thomasville Georgia	\$2,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Thomasville Landmarks, Inc. (1 item)</i>	\$2,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Thomasville Thomas County Habitat for Humanity</u>			
Thomasville Thomas County Habitat for Humanity Thomasville Georgia	\$50,000.00	5/1/2013	Foundation
<i>Total Thomasville Thomas County Habitat for Humanity (1 item)</i>	\$50,000.00		
<u>Thomasville YMCA</u>			
Thomasville YMCA Thomasville Georgia	\$5,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Thomasville YMCA (1 item)</i>	\$5,000.00		
<u>Thomasville-Thomas County Humane Society</u>			
Thomasville-Thomas County Humane Society Thomasville Georgia	\$10,000.00	5/1/2013	Foundation
Thomasville-Thomas County Humane Society Thomasville Georgia	\$1,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total Thomasville-Thomas County Humane Society (2 items)</i>	\$11,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Tipitinas Foundation</u>			
Tipitinas Foundation New Orleans LA	\$10,000.00	10/9/2013	Fourth Generation
<i>Total Tipitinas Foundation (1 item)</i>			
<u>U.S. Department of State</u>			
U.S. Department of State Washington D.C.	\$10,000.00	6/1/2013	MNW Perpetual Giving Fund
<i>Total U.S. Department of State (1 item)</i>			
<u>Vashti Center</u>			
Vashti Center Thomasville Georgia	\$50,000.00	5/1/2013	Foundation
<i>Total Vashti Center (1 item)</i>			
<u>Washington & Lee University</u>			
Washington & Lee University Lexington VA	\$250,000.00	11/20/2013	MNW Fund
<i>Total Washington & Lee University (1 item)</i>			

Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
<u>Young Life Thomas County</u>			
Young Life Thomas County	\$7,000.00	5/1/2013	Foundation
Thomasville			
GA			
Total Young Life Thomas County (1 item)	\$7,000.00		
Grand Totals	\$2,692,000.00		

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions WILLIAMS FAMILY FOUNDATION OF GEORGIA, INC.	Employer identification number (EIN) or 58-1414850
	Number, street, and room or suite no. If a P O box, see instructions P.O. BOX 1577	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions THOMASVILLE, GA 31799	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

LANIGAN & ASSOCIATES, P.C.

- The books are in the care of ► **314 GORDON AVENUE - THOMASVILLE, GA 31792**

Telephone No ► **229-226-8320**

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year _____ or
- ☒ tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	102,600.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	57,600.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	45,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)