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For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation WILLIAM HOWARD FLOWERS JR FOUNDATION INC		A Employer identification number 58-1399036	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 6100		B Telephone number (see instructions) (229) 225-5454	
City or town, state or province, country, and ZIP or foreign postal code THOMASVILLE, GA 317586100		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) \$ 100,272,680	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	455,879			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,824	8,824		
	4 Dividends and interest from securities.	1,883,696	1,883,696		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,419,682			
	b Gross sales price for all assets on line 6a 4,501,890				
	7 Capital gain net income (from Part IV, line 2) . . .		3,419,682		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	5,768,081	5,312,202		
	13 Compensation of officers, directors, trustees, etc	35,475	0		35,475
	14 Other employee salaries and wages	17,737	0		17,737
	15 Pension plans, employee benefits	9,898	0		9,898
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	13,065	6,533		6,532
	c Other professional fees (attach schedule)	49,419	24,709		24,710
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,237	3,166		4,071
	19 Depreciation (attach schedule) and depletion . . .	1,805	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,105	0		8,105
	24 Total operating and administrative expenses. Add lines 13 through 23	142,741	34,408		106,528
	25 Contributions, gifts, grants paid	3,611,500			3,611,500
	26 Total expenses and disbursements. Add lines 24 and 25	3,754,241	34,408		3,718,028
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,013,840			
	b Net investment income (if negative, enter -0-)		5,277,794		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			14,850	24,039	24,039
	2	Savings and temporary cash investments			2,362,921	3,252,370	3,252,370
	3	Accounts receivable ▶ <u>1,401</u>					
		Less allowance for doubtful accounts ▶ _____				1,401	1,401
	4	Pledges receivable ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)			65,576,845	87,701,368	87,701,368
	c	Investments—corporate bonds (attach schedule).			100,144	0	0
	11	Investments—land, buildings, and equipment basis ▶ _____					
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)			6,846,971	9,286,750	9,286,750
	14	Land, buildings, and equipment basis ▶ <u>10,086</u>					
		Less accumulated depreciation (attach schedule) ▶ <u>3,334</u>			7,154	6,752	6,752
	15	Other assets (describe ▶ _____)					
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			74,908,885	100,272,680	100,272,680
	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted			74,908,885	100,272,680	
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see page 17 of the instructions)			74,908,885	100,272,680	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			74,908,885	100,272,680	

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	74,908,885
2	Enter amount from Part I, line 27a	2	2,013,840
3	Other increases not included in line 2 (itemize) ▶ _____	3	26,010,065
4	Add lines 1, 2, and 3	4	102,932,790
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,660,110
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	100,272,680

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,419,682
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,540,345	69,055,502	0 051268
2011	3,123,309	66,183,486	0 047192
2010	2,823,381	57,628,153	0 048993
2009	2,624,422	52,493,020	0 049996
2008	2,964,983	61,628,612	0 048110

2	Total of line 1, column (d).	2	0 245559
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 049112
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	97,517,768
5	Multiply line 4 by line 3.	5	4,789,293
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	52,778
7	Add lines 5 and 6.	7	4,842,071
8	Enter qualifying distributions from Part XII, line 4. 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	8	3,719,804

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	105,556
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			
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	105,556
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	105,556
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	46,526	
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	46,526
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	59,030
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ GA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶MARLENE PEEPLESTelephone no ▶(229) 225-5454 Located at ▶PO BOX 6100 THOMASVILLE GAZIP +4 ▶31792			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAPHNE F WOOD	TREASURER	0	0	0
676 LIVE OAK LANE	0 00			
MONTICELLO,FL 31626				
TALIAFERRO F CROZER	PRESIDENT	0	0	0
2970 FOXGLOVE ROAD	0 00			
WILSON,WY 83014				
MAURY FLOWERS SHIELDS	VICE-PRESIDENT	0	0	0
210 EL BRILLO WAY	0 00			
PALM BEACH,FL 33480				
KAYE REYNOLDS	SECRETARY	35,475	6,370	0
PO BOX 6100	40 00			
THOMASVILLE,GA 31757				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	95,670,439
b	Average of monthly cash balances.	1b	3,332,371
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	99,002,810
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	99,002,810
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,485,042
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	97,517,768
6	Minimum investment return. Enter 5% of line 5.	6	4,875,888

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	4,875,888
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	105,556
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	105,556
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,770,332
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,770,332
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	4,770,332

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	3,718,028
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	1,776
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,719,804
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,719,804
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				4,770,332
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			17,027	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,719,804				
a Applied to 2012, but not more than line 2a			17,027	
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 2013 distributable amount.				3,702,777
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,067,555
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

MAURY FLOWERS SHIELDS

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Form 990-PF (2013)

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 See Additional Data Table				
Total			3a	3,611,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2013

Name of the organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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Organization type (check one)

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% 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 for 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 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FLOWERS FOODS	P	2013-06-19	2013-06-19
TOOTSIE ROLL	P	2013-04-05	2013-04-05
FORTUNE BRANDS	P	2011-10-18	2013-04-04
DE MASTER BLENDERS	P	2002-07-25	2013-09-24
EMERSON ELECTRIC	P	2002-12-10	2013-10-24
FLOWERS FOODS	P	2001-03-27	2013-10-24
GENERAL ELECTRIC	P	2007-06-07	2013-04-15
09' DELL COMPUTERS (2)	P	2009-10-01	2013-04-03
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11			11
26			26
341,670		143,083	198,587
337,258		223,658	113,600
996,119		438,084	558,035
2,406,039		180,000	2,226,039
100,000		97,010	2,990
	871	1,244	-373
320,767			320,767

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			11
			26
			198,587
			113,600
			558,035
			2,226,039
			2,990
			-373
			320,767

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE,FL 32314	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ADVOCATES FOR ANIMALS 201 WINDINGWOOD LANE THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
ALBANY AREA QUAIL PROGRAM 13093 HENRY BEADEL DR TALLAHASSEE,FL 32312	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ALL SAINTS EPISCOPAL CHURCH PO BOX 2626 THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	65,000
ANGEL TREE PO BOX 1550 MERRIFIELD,VA 22116	N/A	PUBLIC CHARITY	OPERATING EXPENSES	190,000
ANGELS WITHOUT WINGS 11597 SUMAC LANE CAMARILLO,CA 93012	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ARCHBOLD FOUNDATION INC P O BOX 1018 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITIES	SCHOLARSHIP FUND	102,000
AUCILLA CHRISTIAN SCHOOL 7803 AUCILLA MONTICELLO,FL 32344	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
BISHOP HALL 1819 EAST CLAY STREET THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
BLAKE MCLENDON FUND 547 SHORT LEAF PLACE THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
BOONE AND CROCKET 250 STATION DRIVE MISSOULA,MT 59801	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
BOSTON CARNEGIE LIBRARY PO BOX 310 BOSTON,GA 31626	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
BOSTON PARKS SUMMER OUTREACH PROGRAM PO BOX 370 BOSTON,GA 31626	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	5,000
BOY'S AND GIRLS CLUB OF BROOKS CO PO BOX 682 VALDOSTA,GA 31603	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
BOYS CLUB OF NEWYORK 287 EAST 10TH STREET NEWYORK,NY 10009	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
Total  3a				3,611,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BROOKWOOD SCHOOL 301 CARDINAL RIDGE ROAD THOMASVILLE,GA 31792	N/A	EDUCATIONAL INST	DEFRAY OPERATING EXPENSES	565,000
CAMP ARROW PO BOX 647 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
CAMP MERRIE-WOODE 100 MERRIE-WOODE RD SAPPHIRE,NC 28774	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
CAMP SUNSHINE 1850 CLAIRMONT ROAD DECATUR,GA 30033	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
CAMPUS CRUSADE FOR CHRIST - JESUS FILM PROJECT PO BOX 628222 ORLANDO,FL 32862	N/A	CHURCH	OPERATING EXPENSES	20,000
CAMPUS CRUSADE 100 LAKE HART DRIVE 3600 ORLANDO,FL 32832	N/A	CHURCH	OPERATING EXPENSES	50,000
CASA KIDS PROGRAM P O BOX 1034 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
CASHIERS -GLENVILLE VOLUNTEER FIRE DEPT P O BOX 1978 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
CASHIERS AREA HUMANE SOCIETY P O BOX 638 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
CHARLOTTESVILLE AREA COMMUNITY FOUNDATION 114 4TH STREET SE CHARLOTTESVILLE,VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	2,500
CHURCH OF JESUS CHRIST OF LATTER DAY SAINTS 127 PHEASANT RIDGE THOMASVILLE,GA 31792	N/A	CHURCH	OPERATING EXPENSES	10,000
CIVIL WAR PRESERVATION TRUST 1331 H STREET NW SUITE 1001 WASHINGTON,DC 20005	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
COMMUNITY FOUNDATION OF SOUTHWEST GEORGIA PO BOX 2654 THOMASVILLE,GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	110,000
CONGRESSIONAL SPORTSMEN'S FOUNDATION - FLORIDA STATE RESOURCE FUND 110 NORTH CAROLINE AVE SE WASHINGTON,DC 20003	N/A	FOUNDATION	OPERATING EXPENSES	5,000
COUNTRYSIDE ALLIANCE USA INC P O BOX 363 MILLWOOD,VA 22646	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total  3a				3,611,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DANCING CLOUD RESCUE P O BOX 6 OCHLOCKNEE,GA 31773	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
DOWNTOWN THOMASVILLE FACADE RESTORATION PO BOX 1540 THOMASVILLE,GA 31799	N/A	POLICITAL SUB OF ST	OPERATING EXPENSES	25,000
EBENEZER METHODIST CHURCH 7040 TWELVE MILE POST ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
ELIZABETH MISSIONARY BAPTIST CHURCH 669 GROOVER ROAD MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
EQUESTRIAN LAND CONSERVATION RESOURCE P O BOX 423 ELIZABETH,IL 61028	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
EVERGREEN CONGREGATIONAL UNITED CHURCH OF CHRIST PO BOX 1611 THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	2,500
FAVOR CHRISTIAN ACADEMY PO BOX 1096 THOMASVILLE,GA 31799	N/A	EDUCATIONAL INST	OPERATING EXPENSES	25,000
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEEDS RD KANSAS CITY,MO 64129	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
FIRST UNITED METHODIST CHURCH PO BOX 1652 THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	11,000
FIRST UNITY MISSIONARY BAPTIST CHURCH 1806 FLETCHER STREET THOMASVILLE,GA 31799	N/A	CHURCH	OPERATING EXPENSES	1,000
FIX GEORGIA PETS PO BOX 76323 ATLANTA,GA 30339	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
FLORIDA WILDLIFE FEDERATION PO BOX 6870 TALLAHASSEE,FL 32314	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
FOCUS ON THE FAMILY 8655 EXPLORER DRIVE COLORADO SPRINGS,CO 80995	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
FRIENDS FOR LIFE PO BOX 340 SAPPHIRE,NC 28774	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,000
G-CAPP 100 AUBURN AVENUE SUITE 200 ATLANTA,GA 30303	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total  3a				3,611,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GERALDINE CM LIVINGSTON FOUNDATION 1583 LIVINGSTON ROAD GREENVILLE,FL 32331	N/A	FOUNDATION	OPERATING EXPENSES	5,000
GLASGOWAME CHURCH 1279 PARRAMORE FISH POND RD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
GLENVILLE-CASHIERS RESCUE SQUAD INC P O BOX 919 CASHIERS,NC 28717	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
GRATEFUL GOLDENS RESCUE OF THE LOW COUNTRY PO BOX 2519 MT PLEASANT,SC 29465	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION 40 EAST 52ND ST 15TH FLOOR NEWYORK,NY 10022	N/A	FOUNDATION	OPERATING EXPENSES	25,000
HALCYON HOME INC PO BOX 1838 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
HANDS & HEARTS FOR HORSES 3828 LOWER CAIRO RD THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	7,500
HANDS ON THOMAS COUNTY PO BOX 252 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	26,000
HEALTHYWAYS INC 555 N JEFFERSON STREET MONTICELLO,FL 32344	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
HIGHLANDSCASHIERS HOSPITAL FOUND PO BOX 742 HIGHLANDS,NC 28741	N/A	FOUNDATION	OPERATING EXPENSES	5,000
HOOVED ANIMAL HUMANE SOCIETY 10804 MCCONNELL ROAD WOODSTOCK,IL 60098	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
HOOVED ANIMAL RESCUE 10804 MCCONNELL ROAD WOODSTOCK,IL 60098	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
HOSPICE OF SOUTHWEST GEORGIA - ARCHBOLD FOUNDATION INC 818 GORDON AVE THOMASVILLE,GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	25,000
JACKSON - MACON CONSERVATION ALLIANCE 348 SOUTH FIFTH STREET HIGHLANDS,NC 28741	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	1,000
JEFFERSON COUNTY HUMANE SOCIETY PO BOX 559 MONTICELLO,FL 32345	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	175,000
Total  3a				3,611,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JIM NEILL MEMORIAL FOUNDATION FUND P O BOX 2654 THOMASVILLE,GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	1,000
LAND TRUST ALLIANCE 1600 L STREET NW SUITE 1100 WASHINGTON,DC 20036	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	10,000
LASSAC MISSIONARY METHODIST CHURCH 1683 PARRAMORE FISHPOND ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
LAWSON NEEL MEDBANK INC PO BOX 5756 THOMASVILLE,GA 31758	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
LEWIS HALL SINGLETARY ONCOLOGY CENTER - ARCHBOLD FOUND INC 910 SOUTH BROAD STREET THOMASVILLE,GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	100,000
MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON,TX 77210	N/A	PUBLIC CHARITY	OPERATING EXPENSES	100,000
MADEIRA SCHOOL 8328 GEORGETOWN PIKE MCLEAN,VA 22102	N/A	EDUCATIONAL INST	OPERATING EXPENSES	11,000
MASTER FOX HOUND ASSOCIATION EDUCATIONAL FOUNDATION PO BOX 363 MILLWOOD,VA 22646	N/A	FOUNDATION	OPERATING EXPENSES	20,000
MISS KITTY FELINE SANCTURAY INC PO BOX 22 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	120,000
MONTICELLO OPERA HOUSE INC ENDOWMENT FUND PO BOX 518 MONTICELLO,FL 32345	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
MOUNT OLIVE PB CHURCH 819 FLETCHER STREET THOMASVILLE,GA 31792	N/A	CHURCH	OPERATING EXPENSES	1,000
MOUNT PLEASANT AME CHURCH 125 GROOVER ROAD MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
MT MORIAH MISSIONARY BAPTIST CHURCH 3212 PARRAMORE FISHPOND ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
NATIONAL ANIMAL INTEREST ALLIANCE P O BOX 66579 PORTLAND,OR 97290	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	7,500
NATIONAL SPORTING LIBRARY PO BOX 1335 MIDDLEBURG,VA 20118	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
Total  3a				3,611,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEPENTHIC SOCIETY INC 167 HOME PARK FARM ROAD THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	21,000
NEW ENGLAND FORESTRY FOUNDATION PO BOX 1346 LITTLETON,MA 01460	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
NEW JERUSALEM CHURCH OF GOD IN UNITY PO BOX 653 BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
NEW OAK GROVE MB CHURCH 3333 REICHERTVILLE ROAD BOSTON,GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
OCHLOCKNEE COMMUNITY CIVIC CLUB PO BOX 500 OCHLOCKNEE,GA 31773	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
OLIVE BAPTIST CHURCH 6063 BOSTON HWY MONTICELLO,FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
OPERATION SECOND CHANCE PO BOX 461 CLARKSBURG,MD 20871	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
PARTNERS ASIA 220 SECOND AVE SOUTH SEATTLE,WA 98104	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
PINTLER PETS PO BOX 1204 ANACONDA,MT 59711	N/A	PUBLIC CHARITY	OPERATING EXPENSES	6,000
POINTER RESCUE ORG INC 160 FINLEY ROAD BRIDGETON,NJ 08302	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
PRISON FELLOWSHIP MINISTRIES PO BOX 1550 MERRIFIELD,VA 22116	N/A	PUBLIC CHARITY	OPERATING EXPENSES	130,000
RED HILLS HORSE TRIALS INC POBOX 14869 TALLAHASSEE,FL 32317	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
REICHERTVILLE VOLUNTEER FIRE DEPARTMENT 3485 REICHERTVILLE ROAD BOSTON,GA 31626	N/A	PUBLIC CHARITY	OPERATING EXPENSES	6,500
ROOT 316 MINISTRIES 442 PATTERSON STILL ROAD THOMASVILLE,GA 31792	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	1,000
SAINT MARY OF THE ANGELS CATHOLIC SCHOOL 991 S DORA ST UKIAH,CA 95482	N/A	EDUCATIONAL INST	OPERATING EXPENSES	20,000
Total  3a				3,611,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SALVATION ARMY PO BOX 66 THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
SECOND CHANCE ANIMAL RESCUE PO BOX 1524 CAIRO,GA 39828	N/A	PUBLIC CHARITY	OPERATING EXPENSES	6,000
SECOND HARVEST OF SOUTH GEORGIA INC 14121 HARBIN CIRCLE VALDOSTA,GA 31601	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
SHEPHERD SPINAL CLINIC 2020 PEACHTREE RD NW ATLANTA,GA 30309	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
SOUTH GEORGIA PERFORMING ARTS 135 N BROAD ST THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
SOUTHEASTERN GUIDE DOGS INC 4210 77TH ST E PALMETTO,FL 34221	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
SOUTHWEST GEORGIA TECHNICAL COLLEGE FOUNDATION 15689 US 19 N THOMASVILLE,GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	25,000
ST FRANCIS CHAPEL BOX 227 CASHIERS,NC 28717	N/A	CHURCH	OPERATING EXPENSES	2,000
ST LUKE'S HOME CARE & HOSPICE 3100 BROADWAY ST SUITE 1000 KANSAS CITY,MO 64111	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
TALL TIMBERS RESEARCH 13093 HENRY BEADEL DRIVE TALLAHASSEE,FL 32312	N/A	PUBLIC CHARITY	OPERATING EXPENSES	138,000
TALLAHASSEE MUSEUM 3945 MUSEUM DRIVE TALLAHASSEE,FL 32310	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,000
THE ANIMAL ADOPTION CENTER PO BOX 8532 JACKSON,WY 83002	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THE CONSERVATION FUND PO BOX 1362 TUCKER,GA 30085	N/A	FOUNDATION	OPERATING EXPENSES	5,000
THE FUTURE OF HUNTING IN FLORIDA INC PO BOX 10949 TALLAHASSEE,FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THE GEORGE WASHINGTON FOUNDATION 1201 WASHINGTON AVE FREDERICKSBURG,VA 22401	N/A	FOUNDATION	OPERATING EXPENSES	10,000
Total  3a				3,611,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE HERITAGE FOUNDATION 214 MASSACHUSETTES AVE NE WASHINGTON,DC 20002	N/A	FOUNDATION	OPERATING EXPENSES	100,000
THE JOCKEY CLUB SAFETY NET FOUNDATION 40 EAST 52ND ST NEWYORK,NY 10022	N/A	FOUNDATION	OPERATING EXPENSES	25,000
THE MAILBOX CLUB INC 404 EAGER ROAD VALDOSTA,GA 31602	N/A	PUBLIC CHARITY	OPERATING EXPENSES	35,000
THE OPEN DOOR ADOPTION AGENCY P O BOX 4 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THE UNITED STATES PONY CLUBS INC 4041 IRON WORKS PARKWAY LEXINGTON,KY 40511	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THEODORE ROOSEVELT CONSERVATION 555 11TH ST NW 6TH FLOOR WASHINGTON,DC 20004	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THOMAS COUNTY 4-H PO BOX 49 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THOMAS COUNTY ANIMAL CONTROL 180 BIG STAR DRIVE THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THOMAS COUNTY FIRE - BOSTON FIRE STATION 3485 REICHERTVILLE ROAD BOSTON,GA 31626	N/A	POLICITAL SUB OF ST	OPERATING EXPENSES	5,000
THOMAS COUNTY FOOD BANK PO BOX 2422 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMAS COUNTY HISTORICAL SOCIETY PO BOX 1922 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
THOMAS JEFFERSON MEMORIAL FOUNDATION PO BOX 316 CHARLOTTESVILLE,VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THOMAS UNIVERSITY 1501 MILLPOND ROAD THOMASVILLE,GA 31792	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
THOMAS-GRADY ARC PO BOX 994 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THOMASVILLE ANTIQUES SHOW FOUNDATION INC PO BOX 1633 THOMASVILLE,GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	6,000
Total ▶ 3a				3,611,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THOMASVILLE BOYS AND GIRLS CLUB PO BOX 3026 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	35,000
THOMASVILLE CENTER FOR THE ARTS PO BOX 2177 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	76,000
THOMASVILLE COMMUNITY RESOURCE CENTER PO BOX 1897 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	45,000
THOMASVILLE GENEALOGICAL LIBRARY PO BOX 1597 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THOMASVILLE LANDMARKS PO BOX 1285 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	137,000
THOMASVILLE MUSIC & DRAMA TROUPE INC PO BOX 284 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMASVILLE POLICE DEPARTMENT 921 SMITH AVENUE THOMASVILLE,GA 31792	N/A	POLICITAL SUB OF ST	OPERATING EXPENSES	17,500
THOMASVILLE-THOMAS COUNTY HABITAT FOR HUMANITY INC 4131 GA HWY 122 THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
THOMASVILLE-THOMAS COUNTY HUMANE SOCIETY 180 BIG STAR DR THOMASVILLE,GA 31757	N/A	PUBLIC CHARITY	OPERATING EXPENSES	34,000
US SPORTMEN'S ALLIANCE FOUNDATION 801 KINGSMILL PARKWAY OLUMBUS,OH 43229	N/A	FOUNDATION	OPERATING EXPENSES	45,000
UGA FOUNDATION 394 S MILLEDGE AVE SUITE 100 ATHENS,GA 30602	N/A	EDUCATIONAL INST	OPERATING EXPENSES	30,000
UNITED WAY OF THOMAS COUNTY 314 N CRAWFORD STREET THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	500
UNIVERSITY OF FLORIDA FOUNDATION INC PO BOX 14425 GAINESVILLE,FL 32604	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
UNIVERSITY OF VIRGINIA PO BOX 400807 CHARLOTTESVILLE,VA 22904	N/A	EDUCATIONAL INST	OPERATING EXPENSES	5,000
VASHTI CENTER 1815 EAST CLAY STREET THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	26,000
Total  3a				3,611,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VETERANS ADMINISTRATION OF THOMAS COUNTY 1484 15TH AVE NW CAIRO,GA 31728	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
WEST SIDE CHURCH OF CHRIST 102 ROYAL AVE THOMASVILLE,GA 31792	N/A	CHURCH	OPERATING EXPENSES	1,000
WESTMORELAN DAVIS MEMORIAL FOUNDATION INC P O BOX 6228 LEESBURG,VA 20178	N/A	FOUNDATION	OPERATING EXPENSES	1,000
WILDLIFE FOUNDATION OF FLORIDA INC PO BOX 11010 TALLAHASSEE,FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	121,000
YMCA - BUTLER-MASON 1304 REMINGTON AVE THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
YMCA - CLAY STREET 416 W CLAY ST THOMASVILLE,GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
YMCA - DAWSON STREET CENTER PO BOX 1037 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
YOUNG LIFE PO BOX 1216 THOMASVILLE,GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total			3a	3,611,500

TY 2013 Accounting Fees Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN & FINANCIAL STATEMENT PREPARATION	13,065	6,533		6,532

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

TY 2013 Depreciation Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUSINESS WORKS GOLD UPDATE	2004-03-30	928	928	SL	3 0000000000000	0	0		
09' DELL COMPUTERS (2)	2009-10-01	1,244	809	SL	5 0000000000000	62	0		
RICOH COPIER/FAX	2012-07-08	5,109	511	SL	5 0000000000000	1,022	0		
ESI DIGITAL PHONE SYSTEM	2012-09-01	2,273	152	SL	5 0000000000000	455	0		
'13 DELL COMPUTERS (2)	2013-04-03	1,776		SL	5 0000000000000	266	0		

**TY 2013 Investments Corporate
Bonds Schedule**

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC
EIN: 58-1399036

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC 100,000 SHS 4/15/23	0	0

TY 2013 Investments Corporate

Stock Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FLOWERS FOODS, INC. - 3,542,922 SHARES	76,066,535	76,066,535
SENSIENT TECHNOLOGIES 15,000 SHS	727,800	727,800
BRISTOL MYERS SQUIBB CO. 10,000 SHS	531,500	531,500
EMERSON ELECTRIC 15,000 SHS	0	0
AT&T 15,000 SHARES	527,400	527,400
TRAVELERS COS 10,000 SHARES	905,400	905,400
SNAP-ON, INC. 20,000 SHARES	2,190,400	2,190,400
THOMASVILLE BANCSHARES 2,000 SHARES	56,500	56,500
TOOTSIE ROLL 12,664 SHS	412,087	412,087
SCHLUMBERGER LTD 10,000 SHS	901,100	901,100
TOTAL SYSTEMS 1,500 SHS	49,920	49,920
BECTON DICKINSON 7,000	773,430	773,430
CENOVUS ENERGY INC 15,000	429,750	429,750
SNYDERS-LANCE INC 30,000	859,800	859,800
STEPAN CO 10,000 SHS	1,312,600	1,312,600
FORTUNE BRANDS 10,000 SHS	0	0
DE MASTER BLENDERS 20,000 SHARES	0	0
HILLSHIRE BRANDS CO 4,000 SHARES	133,760	133,760
WHEELER REAL ESTATE	171,286	171,286
FORD MOTOR CO. 25,000 SHARES	385,750	385,750
PFIZER INC 15,000 SHARES	459,450	459,450
STANLEY BLACK & DECKER 10,000 SHARES	806,900	806,900

TY 2013 Investments - Other Schedule**Name:** WILLIAM HOWARD FLOWERS JR FOUNDATION INC**EIN:** 58-1399036

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAPITAL MANAGEMENT INVESTMENT TRUST SMALL CAP FUND	FMV	5,213,797	5,213,797
CAPITAL MANAGEMENT INVESTMENT TRUST MID CAP FUND	FMV	4,072,953	4,072,953

TY 2013 Land, Etc. Schedule**Name:** WILLIAM HOWARD FLOWERS JR FOUNDATION INC**EIN:** 58-1399036

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUSINESS WORKS GOLD UPDATE	928	928	0	
RICOH COPIER/FAX	5,109	1,533	3,576	
ESI DIGITAL PHONE SYSTEM	2,273	607	1,666	
'13 DELL COMPUTERS (2)	1,776	266	1,510	

TY 2013 Other Decreases Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Amount
DIFFERENCE IN BOOK/TAX GAIN ON SALE OF INVESTMENTS	2,660,110

TY 2013 Other Expenses Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	8,105	0		8,105

TY 2013 Other Increases Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Description	Amount
UNREALIZED GAIN	26,010,065

TY 2013 Other Professional Fees Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION INC

EIN: 58-1399036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	49,419	24,709		24,710

TY 2013 Taxes Schedule**Name:** WILLIAM HOWARD FLOWERS JR FOUNDATION INC**EIN:** 58-1399036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	4,071	0		4,071
FOREIGN TAX	3,166	3,166		0