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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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		Room/suite	B Telephone number (see instructions) (229) 225-5454
City or town, state or province, country, and ZIP or foreign postal code THOMASVILLE, GA 317586100			
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 92,081,217	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)	477,609			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,840	5,840		
	4 Dividends and interest from securities . . .	2,392,920	2,392,920		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,392,456			
	b Gross sales price for all assets on line 6a 6,033,255				
	7 Capital gain net income (from Part IV, line 2) . . .		5,392,456		
	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	8,268,825	7,791,216		
	13 Compensation of officers, directors, trustees, etc	38,693	0		38,693
	14 Other employee salaries and wages	19,346	0		19,346
	15 Pension plans, employee benefits	11,472	0		11,472
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	10,071	5,035		5,036
	c Other professional fees (attach schedule)	59,430	29,715		29,715
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	162,142	568		4,440
	19 Depreciation (attach schedule) and depletion . . .	1,832	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,919	0		8,919
	24 Total operating and administrative expenses. Add lines 13 through 23	311,905	35,318		117,621
	25 Contributions, gifts, grants paid	5,230,610			5,230,610
	26 Total expenses and disbursements. Add lines 24 and 25	5,542,515	35,318		5,348,231
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,726,310			
	b Net investment income (if negative, enter -0-)		7,755,898		
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	55,775	9,837	9,837		
	2	Savings and temporary cash investments	2,530,697	5,347,707	5,347,707		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach 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)	85,776,963	76,324,631	76,324,631		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	8,976,911	10,397,786	10,397,786		
	14	Land, buildings, and equipment basis ▶ _____ 10,086 Less accumulated depreciation (attach schedule) ▶ 8,830	3,088	1,256	1,256		
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	97,343,434	92,081,217	92,081,217			
Liabilities	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	97,343,434	92,081,217			
	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 instructions)	97,343,434	92,081,217			
	31	Total liabilities and net assets/fund balances (see instructions) .	97,343,434	92,081,217			

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	97,343,434
2	Enter amount from Part I, line 27a	2	2,726,310
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	100,069,744
5	Decreases not included in line 2 (itemize) ▶ _____	5	7,988,527
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	92,081,217

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	5,392,456
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 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))
2015	4,589,525	101,717,153	0 045120
2014	4,950,030	94,279,741	0 052504
2013	3,719,804	97,517,768	0 038145
2012	3,540,345	69,055,502	0 051268
2011	3,123,309	66,183,486	0 047192
2 Total of line 1, column (d)			2 0 234229
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 046846
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 84,069,982
5 Multiply line 4 by line 3			5 3,938,342
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 77,559
7 Add lines 5 and 6			7 4,015,901
8 Enter qualifying distributions from Part XII, line 4			8 5,348,231

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	77,559
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	77,559
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	77,559
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	116,991
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	116,991
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	39,432
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 39,432 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>MARLENE PEEPLES</u> Telephone no ► <u>(229) 225-5454</u>			

Located at ► PO BOX 6100 THOMASVILLE GA ZIP+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 2016, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here.			
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ 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 2016 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 2016).	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 2016?	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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b		
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? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870	6b		No
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? ☐ Yes ☒ No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DAPHNE F WOOD 676 LIVE OAK LANE MONTICELLO, FL 31626	VICE PRESIDENT 0 00	0	0	0
TALIAFERRO F CROZER 2970 FOXGLOVE ROAD WILSON, WY 83014	TREASURER 0 00	0	0	0
MAURY FLOWERS SHIELDS 210 EL BRILLO WAY PALM BEACH, FL 33480	PRESIDENT 0 00	0	0	0
KAYE REYNOLDS PO BOX 6100 THOMASVILLE, GA 31757	SECRETARY 40 00	38,693	7,435	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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
FIRST CLEARING LLC	INVESTMENT MANAGEMENT	59,430
2801 MARKET STREET		
SAINT LOUIS, MO 63103		
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 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	82,469,842
b	Average of monthly cash balances.	1b	2,880,394
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	85,350,236
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	85,350,236
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,280,254
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	84,069,982
6	Minimum investment return. Enter 5% of line 5.	6	4,203,499

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	4,203,499
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	77,559
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	77,559
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,125,940
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,125,940
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	4,125,940

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	5,348,231
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	5,348,231
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	77,559
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,270,672

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				4,125,940
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,154,674	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>5,348,231</u>				
a Applied to 2015, but not more than line 2a			1,154,674	
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 2016 distributable amount.				4,125,940
e Remaining amount distributed out of corpus	67,617			
5 Excess distributions carryover applied to 2016 (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	67,617			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	67,617			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	67,617			

Part XIV Private 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 2016, 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)

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) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the 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 or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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> See Additional Data Table				
Total			3a	5,230,610
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	5,840	
4 Dividends and interest from securities. . . .			14	2,392,920	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	5,392,456	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		0		7,791,216	0
13 Total. Add line 12, columns (b), (d), and (e).			13		7,791,216

(See worksheet in line 13 instructions to verify calculations)

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

Part XVII

- | | | |
|---|----|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |
|---|----|----|

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

☐ Yes ☒ No

- Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this return and the accompanying schedules and statements are true, correct, and complete.

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Phone no (229) 226-8320

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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	2001-04-01	2016-12-12
FLOWERS FOODS	P	2001-04-01	2016-12-12
FLOWERS FOODS	P	2001-04-01	2016-12-12
FLOWERS FOODS	P	2001-04-01	2016-12-13
SNAP-ON	P	2003-10-01	2016-11-09
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)
1,189,416		112,603	1,076,813
1,471,308		139,289	1,332,019
191,259		18,108	173,151
965,489		90,000	875,489
1,609,509		280,799	1,328,710
606,274			606,274

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	
			1,076,813
			1,332,019
			173,151
			875,489
			1,328,710
			606,274

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
ADOPT A GOLDEN ATLANTA PO BOX 420256 ATLANTA, GA 30342	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ALAUQA ANIMAL REFUGE 914 WHITEFIELD ROAD FREEPORT, FL 32439	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,000
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	149,500
AMERICAN FRIENDS OF THE BROOKE 4089 IRON WORKS PKWY LEXINGTON, KY 40511	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
ANGEL TREE PO BOX 1550 MERRIFIELD, VA 22116	N/A	PUBLIC CHARITY	OPERATING EXPENSES	190,000
ANTIOCH MISSIONARY BAPTIST CHURCH PO BOX 414 THOMASVILLE, GA 31799	N/A	CHURCH	OPERATING EXPENSES	5,000
APALACHICOLA RIVERKEEPERS BOX 8 232 B WATER STREET APALACHICOLA, FL 32320	N/A	PUBLIC CHARITY	OPERATING EXPENSES	3,000
ARCHBOLD FOUNDATION INC P O BOX 1018 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITIES	SCHOLARSHIP FUND	135,000
ATLANTA HUMANE SOCIETY 981 HOWELL MILL ROAD NW ATLANTA, GA 30318	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,500
AUCILLA CHRISTIAN SCHOOL 7803 AUCILLA HWY MONTICELLO, FL 32344	N/A	EDUCATIONAL INST	OPERATING EXPENSES	30,000
AZALEA CITY PRISON MINISTRY INC 7566 HWY 84 W QUITMAN, GA 31643	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
BAT CONSERVATION INTERNATIONAL PO BOX 140434 AUSTIN, TX 78714	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
BELMONT CHILD CARE ASSC INC 2150 HEMPSTEAD TURNPIKE ELMONT, NY 11003	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total ► 3a				5,230,610

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				
BEST FRIENDS DOG RESCUE INC 1330 BOLD SPRINGS RD CAIRO, GA 39827	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
BIG BEND HOSPICE 205 N MULBERRY ST TALLAHASSEE, FL 32308	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
BILLY GRAHAM EVANGELISTIC ASSOCIATION 1 BIIILY GRAHAM PARKWAY CHARLOTTESVILLE, NC 28201	N/A	PUBLIC CHARITY	OPERATING EXPENSES	50,000
BIRDSONG NATURE CENTER 2106 MERIDIAN ROAD THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	500
BISHOP HALL 220 NORTH PINETREE BLVD THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
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 CHARITY	OPERATING EXPENSES	10,000
BOYS & GIRLS CLUB OF BROOKS COUNTY PO BOX 682 VALDOSTA, GA 31603	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
BROOKWOOD SCHOOL 301 CARDINAL RIDGE ROAD THOMASVILLE, GA 31792	N/A	EDUCATIONAL INST	DEFRAY OPERATING EXPENSES	522,500
BUGLES ACROSS AMERICA NFP 1824 S CUYLER AVE BERWYN, IL 60402	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
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	50,000
CAMP SUNSHINE 1850 CLAIRMONT ROAD DECATUR, GA 30033	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
Total ► 3a				5,230,610

Form 990FP 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				
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	80,000
CASA KIDS PROGRAM P O BOX 1034 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,500
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
CATHEDRAL OF ST PHILIP 2744 PEACHTREE RD NW ATLANTA, GA 30305	N/A	CHURCH	OPERATING EXPENSES	4,500
CHARLOTTESVILLE AREA COMMUNITY FOUNDATION PO BOX 1767 CHARLOTTESVILLE, VA 22902	N/A	FOUNDATION	OPERATING EXPENSES	2,500
CHURCH OF JESUS CHRIST OF LATTER DAY SAINTS 103 ANDEE WAY THOMASVILLE, GA 31757	N/A	CHURCH	OPERATING EXPENSES	10,000
CIVIL WAR PRESERVATION TRUST 1156 15TH STREET NW SUITE 900 WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
COMMUNITY FOUNDATION OF JACKSON HOLE PO BOX 574 JACKSON, WY 83001	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
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
DANCING CLOUD RESCUE P O BOX 6 OCHLOCKNEE, GA 31773	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
DPR LLC 13093 HENRY BEADEL DR TALLAHASSEE, FL 32312	N/A	PUBLIC CHARITY	OPERATING EXPENSES	66,400
EBENEZER METHODIST CHURCH 3905 REICHERTVILLE RD BOSTON, GA 31626	N/A	CHURCH	OPERATING EXPENSES	1,000
Total ► 3a				5,230,610

Form 990FP 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				
ELIZABETH MISSIONARY BAPTIST CHURCH 669 GROOVER ROAD MONTICELLO, FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
EQUESTRIAN LAND CONSERVATION RESOURCE 4037 IRON WORKS PIKE SUITE 120 LEXINGTON, KY 40511	N/A	PUBLIC CHARITY	OPERATING EXPENSES	40,000
FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 466 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
FIRST PENTECOSTAL CHURCH OF DENHAM SPRINGS 1020 S RANGE AVE DENHAM SPRINGS, LA 70726	N/A	CHURCH	OPERATING EXPENSES	250,000
FISH & WILDLIFE FOUNDATION PO BOX 11010 TALLAHASSEE, FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	125,000
FIX GEORGIA PETS 6300 POWERS FERRY RD SUITE 600-205 ATLANTA, GA 30339	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
FRAGILE KIDS FOUNDATION 3350 RIVERWOOD PARKWAY ATLANTA, GA 30339	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
FRIENDS FOR LIFE PO BOX 340 SAPPHIRE, NC 28774	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,000
G-CAPP 1718 PEACHTREE ST NW SUITE 465 ATLANTA, GA 30309	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
GEORGE W BUSH PRESIDENTIAL CENTER PO BOX 560887 DALLAS, TX 57356	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
GIDEON INTERNATIONAL PO BOX 2361 THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
GLASGOW AME 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 2799 MYRTLE BEACH, SC 29578	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
Total ►				5,230,610
3a				

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				
GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION 40 EAST 52ND ST 15TH FLOOR NEW YORK, NY 10022	N/A	FOUNDATION	OPERATING EXPENSES	25,000
HALCYON HOME INC PO BOX 1838 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
HANDS & HEARTS FOR HORSES PO BOX 1095 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	16,820
HANDS ON THOMAS COUNTY PO BOX 252 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	26,000
HAPI TRAILS PO BOX 1021 VICTOR, ID 83455	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
HEADSTRONG PROJECT 655 MADISON AVE 18TH FLOOR NEW YORK, NY 10065	N/A	PUBLIC CHARITY	OPERATING EXPENSES	121,000
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 & PROTECTION SOCIETY PO BOX 94 BARRINGTON, IL 60011	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
HOPES & DREAMS RIDING FACILITY INC 4600 KNIGHTS FERRY RD QUITMAN, GA 31643	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,000
HOSPICE OF SOUTHWEST GEORGIA - ARCHBOLD FOUNDATION INC 910 S BROAD ST THOMASVILLE, GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	25,000
HUNT STAFF BENEFIT FOUNDATION PO BOX 363 MILLWOOD, VA 22646	N/A	FOUNDATION	OPERATING EXPENSES	1,000
JEFFERSON COUNTY HUMANE SOCIETY PO BOX 954 MONTICELLO, FL 32345	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	64,000
JEFFERSON SCHOLARS FOUNDATION PO BOX 400891 CHARLOTTESVILLE, VA 22903	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
JIM NEILL MEMORIAL FOUNDATION FUND P O BOX 2654 THOMASVILLE, GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	1,000
Total ► 3a				5,230,610

Form 990FP 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				
LAND TRUST ALLIANCE 1600 L STREET NW SUITE 1100 WASHINGTON, DC 20036	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	5,000
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	40,000
LEWIS HALL SINGLETARY ONCOLOGY CENTER - ARCHBOLD FOUND INC 910 SOUTH BROAD STREET THOMASVILLE, GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	100,000
LIVE OAK HOUNDS PONY CLUB 201 BERRYHILL LANE THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
LIVES WITHOUT LIMITS PO BOX 1652 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
LUCKY'S PLACE PO BOX 654 THAYNE, WY 83127	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
MFHA EDUCATION FOUNDATION PO BOX 363 MILLWOOD, VA 22646	N/A	FOUNDATION	OPERATING EXPENSES	75,500
MADEIRA SCHOOL 8328 GEORGETOWN PIKE MCLEAN, VA 22102	N/A	EDUCATIONAL INST	OPERATING EXPENSES	12,500
MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210	N/A	PUBLIC CHARITY	OPERATING EXPENSES	210,000
MILTON & NANCY GARDNER CHARITABLE FOUNDATION INC 812 S BROAD ST UNIT 5 THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	12,500
MISS KITTY FELINE SANCTURAY INC PO BOX 22 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	224,330
MOBILE MEALS PO BOX 461 SPARTANBURG, SC 29304	N/A	PUBLIC CHARITY	OPERATING EXPENSES	500
MONTICELLO OPERA HOUSE INC ENDOWMENT FUND PO BOX 518 MONTICELLO, FL 32345	N/A	PUBLIC CHARITY	OPERATING EXPENSES	30,800
MOUNT OLIVE PB CHURCH 819 FLETCHER STREET THOMASVILLE, GA 31792	N/A	CHURCH	OPERATING EXPENSES	1,000
Total ►				5,230,610
3a				

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				
MOUNT PLEASANT AME CHURCH 125 GROOVER ROAD MONTICELLO, FL 32344	N/A	CHURCH	OPERATING EXPENSES	1,000
MT MORIAH MISSIONARY BAPTIST CHURCH PO BOX 549 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	5,000
NATIONAL CENTER FOR MISSING AND EXPLOITED CHILDREN 699 PRINCE STREET ALEXANDRIA, VA 22314	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
NATIONAL MIGHTY 8TH MUSEUM 175 BOURNE AVE POOLER, GA 31322	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
NATIONAL MUSEUM OF WILDLIFE ART PO BOX 6825 JACKSON, WY 83002	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
NATIONAL RIFLE ASSOCIATION OF AMERICA 11250 WAPLES MILL ROAD FAIRFAX, VA 22030	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
NATIONAL SPORTING LIBRARY PO BOX 1335 MIDDLEBURG, VA 20118	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
NEPENTHIC SOCIETY INC 2474 GATLIN CREEK 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
NEWBORN HOPE INC PO BOX 2515 COLORADO SPRINGS, CO 80901	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
ODYSSEY 1424 WEST PACES FERRY ROAD ATLANTA, GA 30327	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,500
OHSU FOUNDATION PO BOX 4000 MAIL STOP 45 PORTLAND, OR 97208	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total ► 3a				5,230,610

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				
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
PHILADELPHIA MUSEUM OF ART PO BOX 7646 PHILADELPHIA, PA 19101	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
PINTLER PETS PO BOX 1204 ANACONDA, MT 59711	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
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
REFUGE HOUSE INC PO BOX 20910 TALLAHASSEE, FL 32316	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
REICHERTVILLE VOLUNTEER FIRE DEPARTMENT 3485 REICHERTVILLE ROAD BOSTON, GA 31626	N/A	PUBLIC CHARITY	OPERATING EXPENSES	6,500
ROBERT E LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD STRATFORD, VA 22558	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
ROOT 316 MINISTRIES 442 PATTERSON STILL ROAD THOMASVILLE, GA 31792	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	1,000
RTCA 40 E 52ND ST NEW YORK, NY 10022	N/A	PUBLIC CHARITIES	OPERATING EXPENSES	10,000
SAINT JOHN'S HOSPITAL FOUNDATION PO BOX 428 JACKSON, WY 83001	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
SAINT MARY OF THE ANGELS CATHOLIC SCHOOL 991 S DORA ST UKIAH, CA 95482	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
Total ► 3a				5,230,610

Form 990FP 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				
SALVATION ARMY PO BOX 66 THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
SCOTT SENIOR CENTER COUNCIL ON AGING 611 N STEVENS ST 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	1,000
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	65,000
SOUTH GEORGIA BALLET PO BOX 1192 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
SOUTHEASTERN LEGAL FOUNDATION INC 2255 SEWELL MILL ROAD SUITE 320 MARIETTA, GA 30062	N/A	FOUNDATION	OPERATING EXPENSES	25,000
SOUTHERN REGIONAL TECHNICAL COLLEGE FOUNDATION 15689 US 19 N THOMASVILLE, GA 31792	N/A	FOUNDATION	OPERATING EXPENSES	25,000
SPARTANBURG REGIONAL HOSPICE PO BOX 430 DRAYTON, SC 29333	N/A	PUBLIC CHARITY	OPERATING EXPENSES	500
SPORTMEN'S ALLIANCE 801 KINGSMILL PARKWAY COLUMBUS, OH 43229	N/A	PUBLIC CHARITY	OPERATING EXPENSES	45,000
ST FRANCIS CHAPEL PO BOX 3269 CASHIERS, NC 28717	N/A	CHURCH	OPERATING EXPENSES	2,000
SYRACUSE UNIVERSITY 150 CROUSE DRIVE SYRACUSE, NY 13244	N/A	PUBLIC CHARITY	OPERATING EXPENSES	7,500
TALL TIMBERS RESEARCH 13093 HENRY BEADEL DRIVE TALLAHASSEE, FL 32312	N/A	PUBLIC CHARITY	OPERATING EXPENSES	169,760
TALLAHASSEE MUSEUM 3945 MUSEUM DRIVE TALLAHASSEE, FL 32310	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,000
Total ► 3a				5,230,610

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>				
TCC FOUNDATION 444 APPELYARD DRIVE TALLAHASSEE, FL 32304	N/A	PUBLIC CHARITY	OPERATING EXPENSES	15,000
THE 8TH AIR FORCE HISTORICAL SOCIETY PO BOX 60639 SAVANNAH, GA 31420	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THE ANIMAL ADOPTION CENTER PO BOX 8532 JACKSON, WY 83002	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THE CONSERVATION FUND 100 EDGEWOOD AVE NE SUITE 930 ATLANTA, GA 30303	N/A	FOUNDATION	OPERATING EXPENSES	1,000
THE FUTURE OF HUNTING IN FLORIDA INC PO BOX 10949 TALLAHASSEE, FL 32302	N/A	FOUNDATION	OPERATING EXPENSES	15,000
THE GEORGE WASHINGTON FOUNDATION 1201 WASHINGTON AVE FREDERICKSBURG, VA 22401	N/A	FOUNDATION	OPERATING EXPENSES	10,000
THE HERITAGE FOUNDATION 214 MASSACHUSETTES AVE NE WASHINGTON, DC 20002	N/A	FOUNDATION	OPERATING EXPENSES	125,000
THE JOCKEY CLUB SAFETY NET FOUNDATION 40 EAST 52ND ST NEW YORK, NY 10022	N/A	FOUNDATION	OPERATING EXPENSES	25,000
THE LAWSON MAYFIELD MEMORIAL FOUNDATION 4223 CAPITAL CIRCLE NW TALLAHASSEE, FL 32309	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THE LONGLEAF ALLIANCE 12130 DIXON CENTER ROAD ANDALUSIA, AL 36420	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
THE LYFORD CAY CLUB CHARITABLE TRUST INC 6401 LYONS ROAD COCONUT CREEK, FL 33073	N/A	PUBLIC CHARITY	OPERATING EXPENSES	2,000
THE MAILBOX CLUB INC 404 EAGER ROAD VALDOSTA, GA 31602	N/A	PUBLIC CHARITY	OPERATING EXPENSES	35,000
THE MICHAEL J FOX FOUNDATION PO BOX 5014 HAGERSTOWN, MD 21741	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THE OPEN DOOR ADOPTION AGENCY PO BOX 4 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
THE UNITED STATES PONY CLUBS INC 4041 IRON WORKS PARKWAY LEXINGTON, KY 40511	N/A	PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total ►				5,230,610
3a				

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				
THEODORE ROOSEVELT CONSERVATION 1660 L STREET NW SUITE 208 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMAS COUNTY 4-H PO BOX 49 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
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	15,000
THOMAS COUNTY HISTORICAL SOCIETY PO BOX 1922 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	37,000
THOMAS COUNTY SHERIFFS OFFICE 921 SMITH AVE THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
THOMAS JEFFERSON MEMORIAL FOUNDATION PO BOX 217 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	15,000
THOMASVILLE ANTIQUES SHOW FOUNDATION INC PO BOX 1633 THOMASVILLE, GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	21,000
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	26,000
THOMASVILLE COMMUNITY RESOURCE CENTER PO BOX 1897 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	48,500
THOMASVILLE ENTERTAINMENT FOUNDATION PO BOX 1976 THOMASVILLE, GA 31799	N/A	FOUNDATION	OPERATING EXPENSES	5,000
THOMASVILLE HIGH SCHOOL BAND PO BOX 2654 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
Total ►				5,230,610
3a				

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 LANDMARKS PO BOX 1285 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	OPERATING EXPENSES	107,000
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	20,000
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	376,000
THS TIP-OFF CLUB INC PO BOX 6411 THOMASVILLE, GA 31758	N/A	PUBLIC CHARITY	OPERATING EXPENSES	9,000
UNIVERSITY OF FLORIDA FOUNDATION INC PO BOX 14425 GAINESVILLE, FL 32604	N/A	EDUCATIONAL INST	OPERATING EXPENSES	10,000
UNIVERSITY OF GEORGIA FOUNDATION 225 HERTY DR ATHENS, GA 30602	N/A	EDUCATIONAL INST	OPERATING EXPENSES	55,000
UNIVERSITY OF VIRGINIA PO BOX 400314 CHARLOTTESVILLE, VA 22904	N/A	EDUCATIONAL INST	OPERATING EXPENSES	20,000
USO PO BOX 96860 WASHINGTON, DC 20077	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
VASHTI CENTER 1815 EAST CLAY STREET THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	OPERATING EXPENSES	25,000
VENTURE CREW 319 INC 120 QUAIL RIDGE ST OCHLOCKNEE, GA 31773	N/A	PUBLIC CHARITY	OPERATING EXPENSES	5,000
VETERANS ADMINISTRATION OF THOMAS COUNTY 2885 HORRY AVE CAIRO, GA 39828	N/A	PUBLIC CHARITY	OPERATING EXPENSES	20,000
VMI FOUNDATION PO BOX 932 LEXINGTON, VA 24450	N/A	PUBLIC CHARITY	OPERATING EXPENSES	50,000
WESTMORELAND DAVIS MEMORIAL FOUNDATION INC P O BOX 6228 LEESBURG, VA 20178	N/A	FOUNDATION	OPERATING EXPENSES	6,000
Total ► 3a				5,230,610

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>				
WILDLIFE SOCIETY 5410 GROSVENOR LANE SUITE 200 BETHESDA, MD 20814	N/A	PUBLIC CHARITY	OPERATING EXPENSES	1,000
YMCA - BUTLER-MASON 1304 REMINGTON AVE 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	50,000
YMCA - FRANCIS F WESTON CENTER 416 W CLAY ST THOMASVILLE, GA 31792	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				5,230,610

TY 2016 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	10,071	5,035		5,036

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

TY 2016 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 00000000000000	0	0		
RICOH COPIER/FAX	2012-07-08	5,109	3,577	SL	5 00000000000000	1,022	0		
ESI DIGITAL PHONE SYSTEM	2012-09-01	2,273	1,517	SL	5 00000000000000	455	0		
'13 DELL COMPUTERS (2)	2013-04-03	1,776	976	SL	5 00000000000000	355	0		

TY 2016 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. - 3,192,922 SHARES	63,762,652	63,762,652
SENSIENT TECHNOLOGIES 15,000 SHS	1,178,700	1,178,700
BRISTOL MYERS SQUIBB CO. 10,000 SHS	584,400	584,400
AT&T 15,000 SHARES	637,950	637,950
TRAVELERS COS 10,000 SHARES	1,224,200	1,224,200
SNAP-ON, INC. 10,000 SHARES	1,712,700	1,712,700
THOMASVILLE BANCSHARES 4,000 SHARES	140,000	140,000
SCHLUMBERGER LTD 10,000 SHS	839,500	839,500
TOTAL SYSTEMS 1,500 SHS	73,545	73,545
BECTON DICKINSON 7,000	1,158,850	1,158,850
CENOVUS ENERGY INC 15,000	226,950	226,950
SNYDERS-LANCE INC 30,000	1,150,200	1,150,200
STEPAN CO 20,000 SHS	1,629,600	1,629,600
WHEELER REAL ESTATE	68,034	68,034
FORD MOTOR CO. 25,000 SHARES	303,250	303,250
PFIZER INC 15,000 SHARES	487,200	487,200
STANLEY BLACK & DECKER 10,000 SHARES	1,146,900	1,146,900

TY 2016 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	5,068,129	5,068,129
CAPITAL MANAGEMENT INVESTMENT TRUST MID CAP FUND	FMV	5,053,125	5,053,125
CAPITAL MANAGEMENT INVESTMENT TRUST ALL CAP FUND	FMV	276,532	276,532

**TY 2016 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	4,599	510	
ESI DIGITAL PHONE SYSTEM	2,273	1,972	301	
'13 DELL COMPUTERS (2)	1,776	1,331	445	

TY 2016 Other Decreases Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION
INC

EIN: 58-1399036

Description	Amount
UNREALIZED GAIN	2,617,026
DIFFERENCE IN BOOK/TAX GAIN ON SALE OF INVESTMENTS	5,371,501

TY 2016 Other Expenses Schedule

Name: WILLIAM HOWARD FLOWERS JR FOUNDATION
INC

EIN: 58-1399036

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	8,919	0		8,919

TY 2016 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	59,430	29,715		29,715

TY 2016 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	4,440	0		4,440
FOREIGN TAX	568	568		0
EXCISE TAX	157,134	0		0

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 2016
	Name of the organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private 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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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).

Name of organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MAURY TICE FLOWERS CHARITABLE LEAD UNITRUST 125-C NORTH BROAD STREET SUITE 311 THOMASVILLE, GA 31752	 \$ 307,186	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	MCFADDEN CHARITABLE LEAD TRUST PO BOX 6100 THOMASVILLE, GA 317586100	 \$ 170,423	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

58-1399036

Part II	Noncash Property
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Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization WILLIAM HOWARD FLOWERS JR FOUNDATION INC	Employer identification number 58-1399036
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	