

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

2002

Department of the Treasury
Internal Revenue Service

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

For calendar year 2002, or tax year beginning and ending

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label otherwise, print or type See Specific Instructions

Name of organization: **WILLIAM HOWARD FLOWERS, JR. FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address): **P.O. BOX 6100**

City or town, state, and ZIP code: **THOMASVILLE, GA 31758-6100**

Room/suite: _____

A Employer identification number: **58-1399036**

B Telephone number: **(229) 225-5454**

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 12,353,854.**

J Accounting method Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received Check <input type="checkbox"/> if the foundation is not required to attach Sch. B	407,986.		N/A	
	2 Distributions from split-interest trusts		197,986.		
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	158,877.	158,877.		STATEMENT 1
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain or (loss) from sale of assets not on line 10	13.			
	b Gross sales price for all assets on line 6a	13.			
	7 Capital gain net income (from Part IV, line 2)		13.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	566,876.	356,876.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	22,650.	0.		22,650.
	14 Other employee salaries and wages	13,760.	0.		13,760.
	15 Pension plans, employee benefits	4,929.	0.		4,929.
	16a Legal fees				
	b Accounting fees STMT 2	8,603.	4,302.		4,301.
	c Other professional fees STMT 3	42,830.	21,415.		21,415.
	17 Interest				
	18 Taxes STMT 4	26,622.	0.		2,785.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	3,345.	0.		3,345.
	24 Total operating and administrative expenses. Add lines 13 through 23	122,739.	25,717.		73,185.
	25 Contributions, gifts, grants paid	788,500.			788,500.
26 Total expenses and disbursements. Add lines 24 and 25	911,239.	25,717.		861,685.	
27 Subtract line 26 from line 12	<344,363.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter 0-)		331,159.			
c Adjusted net income (if negative, enter 0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		601.	1,609.	1,609.
	2	Savings and temporary cash investments		10,280,242.	7,543,692.	7,543,692.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations	STMT 7	0.	849,396.	849,396.
	b	Investments - corporate stock	STMT 8	2,455,889.	2,520,648.	2,520,648.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 9	428,038.	1,438,509.	1,438,509.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation					
15	Other assets (describe)	STATEMENT 10)	4,084.	0.	0.	
16	Total assets (to be completed by all filers)		13,168,854.	12,353,854.	12,353,854.	
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				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted		13,168,854.	12,353,854.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> 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		13,168,854.	12,353,854.		
31	Total liabilities and net assets/fund balances		13,168,854.	12,353,854.		

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	13,168,854.
2	Enter amount from Part I, line 27a	2	<344,363.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	12,824,491.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	470,637.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,353,854.

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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 CASH IN LIEU - FLOWERS FOODS, INC. (STOCK b SPLIT)	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 13.			13.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			13.
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	13.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

Yes No

If "Yes," the organization 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))
2001	754,043.	11,415,833.	.0660524
2000	335,562.	6,208,344.	.0540502
1999	352,628.	6,809,277.	.0517864
1998	362,913.	7,454,564.	.0486833
1997	227,029.	6,373,524.	.0356206

2 Total of line 1, column (d)	2	.2561929
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	.0512386
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5	4	13,020,275.
5 Multiply line 4 by line 3	5	667,141.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,312.
7 Add lines 5 and 6	7	670,453.
8 Enter qualifying distributions from Part XII, line 4	8	861,685.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,312.
c	All other domestic organizations 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	3,312.
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	3,312.
6	Credits/Payments		
a	2002 estimated tax payments and 2001 overpayment credited to 2002	6a	4,800.
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	4,800.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,488.
11	Enter the amount of line 10 to be credited to 2003 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X
11	X	

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities

1c Did the organization file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the organization ▶ \$ 0. (2) On organization managers ▶ \$ 0.

3 Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ▶ \$ 0.

2 Has the organization engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

3 Has the organization 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

4a Did the organization have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year? N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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?

7 Did the organization have at least \$5,000 in assets at any time during the year?
If "Yes," complete Part II, col (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GEORGIA

8b If the answer is "Yes" to line 7, has the organization 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

9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2002 or the taxable year beginning in 2002 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?
Web site address ▶ N/A

12 The books are in care of ▶ MARLENE PEEPLES Telephone no ▶ (229) 225-5454
Located at ▶ THOMASVILLE, GA ZIP+4 ▶ 31792

13 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 ▶ N/A

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 organization (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the organization 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 2002?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2002, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2002? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2002 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2002.)	N/A	3b
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the organization 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 2002?		4b X
5a During the year did the organization pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(a))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	5b
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A	
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870		6b X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		22,650.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1) If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ 0

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	3,917,015.
b Average of monthly cash balances	1b	9,301,538.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	13,218,553.
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	13,218,553.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	198,278.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,020,275.
6 Minimum investment return Enter 5% of line 5	6	651,014.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	651,014.
2a Tax on investment income for 2002 from Part VI, line 5	2a	3,312.	
b Income tax for 2002 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	3,312.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	647,702.	
4a Recoveries of amounts treated as qualifying distributions	4a	0.	
b Income distributions from section 4947(a)(2) trusts	4b	197,986.	
c Add lines 4a and 4b	4c	197,986.	
5 Add lines 3 and 4c	5	845,688.	
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	845,688.	

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	861,685.
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	861,685.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	3,312.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	858,373.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				845,688.
2 Undistributed Income (if any, as of the end of 2001)				
a Enter amount for 2001 only			48,165.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2002				
a From 1997				
b From 1998				
c From 1999				
d From 2000				
e From 2001				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$ 861,685.				
a Applied to 2001, but not more than line 2a			48,165.	
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 2002 distributable amount				813,520.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (c) 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 2001 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003				32,168.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2003 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 1998				
b Excess from 1999				
c Excess from 2000				
d Excess from 2001				
e Excess from 2002				

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Part XIV Private Operating Foundations (see instructions and Part VII A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2002, 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)

	Tax year				(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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					
3 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 page 26 of the 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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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

**WILLIAM HOWARD FLOWERS, JR. FOUNDATION,
INC.**

Form 990-PF (2002)

58-1399036 Page 10

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year				
SEE STATEMENT 12				
Total			▶ 3a	788,500.
<i>b</i> Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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					
4 Dividends and interest from securities			14	158,877.	
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	13.	
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.		158,890.	0.
13 Total. Add line 12, columns (b), (d), and (e)					158,890.

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

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

Line No	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting organization to a noncharitable exempt organization of (1) Cash (2) Other assets b Other Transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 3 columns: Question, Yes, No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A'.

2a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A'.

Signature and preparer information section including 'Under penalties of perjury I declare that I have examined this return...', 'Signature of officer or trustee', 'Preparer's signature', 'Date', 'Title', 'Preparer's SSN or PTIN', 'EIN', and 'Phone no'.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**Supplementary Information for
line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No 1545-0047

2002

Name of 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 box(es) for both the General rule and a Special rule—see instructions.)

General Rule-

- For organizations 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 Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000 (if this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the Parts unless the General rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year) ▶ \$ _____

Caution: Organizations that are not covered by the General rule and/or the Special rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA

Schedule B (Form 990, 990-EZ, or 990-PF) (2002)

Name of organization WILLIAM HOWARD FLOWERS, JR. FOUNDATION, INC.	Employer identification number 58-1399036
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Part I Contributors (See Specific Instructions)

(a) No	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF WILLIAM H. FLOWERS, JR. P.O. BOX 6100 THOMASVILLE, GA 31758-6100	\$ 210,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MAURY TICE FLOWERS CHARITABLE LEAD UNITRUST P.O. BOX 6100 THOMASVILLE, GA 31758-6100	\$ 103,417.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	MCFADDEN CHARITABLE LEAD TRUST P.O. BOX 6100 THOMASVILLE, GA 31758-6100	\$ 56,740.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	PARKER CHARITABLE LEAD TRUST P.O. BOX 6100 THOMASVILLE, GA 31758-6100	\$ 37,829.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions
▶ Attach to the corporation's tax return

FORM **990-PF**

2002

Name **WILLIAM HOWARD FLOWERS, JR. FOUNDATION, INC.**

Employer identification number
58-1399036

Note In most cases, the corporation does not need to file Form 2220 (See Part I below for exceptions) The IRS will figure any penalty owed and bill the corporation. If the corporation does not need to file Form 2220, it may still use it to figure the penalty. Enter the amount from line 34 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Reasons For Filing - Check the boxes below that apply to the corporation. If any boxes are checked, the corporation must file Form 2220, even if it does not owe the penalty. If the box on line 1 or line 2 applies, the corporation may be able to lower or eliminate the penalty.

- 1 The corporation is using the annualized income installment method
- 2 The corporation is using the adjusted seasonal installment method
- 3 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax

Part II Figuring the Underpayment

4 Total tax (see instructions)		4	3,312.
5a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 4	5a		
b Look-back interest included on line 4 under section 460(b)(2) for completed long-term contracts or of section 167(g) for property depreciated under the income forecast method	5b		
c Credit for Federal tax paid on fuels (see instructions)	5c		
d Total. Add lines 5a through 5c		5d	
6 Subtract line 5d from line 4. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.		6	3,312.
7 Enter the tax shown on the corporation's 2001 income tax return. Caution: If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 6 on line 8.		7	24,797.
8 Enter the smaller of line 6 or line 7. If the corporation is required to skip line 7, enter the amount from line 6.		8	3,312.

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year.	g	05/15/02	06/15/02	09/15/02	12/15/02
10 Required installments. If the box on line 1 and/or line 2 above is checked, enter the amounts from Schedule A, line 40. If the box on line 3 (but not 1 or 2) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 8 above in each column.	10	828.	828.	828.	828.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15. Complete lines 12 through 18 of one column before going to the next column.	11	1,200.	1,200.	1,200.	1,200.
12 Enter amount, if any, from line 18 of the preceding column.	12		372.	744.	1,116.
13 Add lines 11 and 12.	13		1,572.	1,944.	2,316.
14 Add amounts on lines 16 and 17 of the preceding column.	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-.	15	1,200.	1,572.	1,944.	2,316.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-.	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18.	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column.	18	372.	744.	1,116.	

Complete Part III on page 2 to figure the penalty. If there are no entries on line 17, no penalty is owed.

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers Use 5th month instead of 3rd month)				
20 Number of days from due date of installment on line 9 to the date shown on line 19				
21 Number of days on line 20 after 4/15/2002 and before 1/1/2003				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 6\%}{365}$	\$	\$	\$	\$
23 Number of days on line 20 after 12/31/2002 and before 4/1/2003				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 6\%}{365}$	\$	\$	\$	\$
25 Number of days on line 20 after 3/31/2003 and before 7/1/2003				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 6\%}{365}$	\$	\$	\$	\$
27 Number of days on line 20 after 6/30/2003 and before 10/1/2003				
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 6\%}{365}$	\$	\$	\$	\$
29 Number of days on line 20 after 9/30/2003 and before 1/1/2004				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times 6\%}{365}$	\$	\$	\$	\$
31 Number of days on line 20 after 12/31/2003 and before 2/15/2004				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times 6\%}{366}$	\$	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	\$	\$	\$	\$
34 Penalty Add columns (a) through (d), of line 33 Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns				34 \$ 0.

* For underpayments paid after March 31, 2003 For lines 26, 28, 30 and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS Web Site at www.irs.gov. You can also call 1-800-829-1040 to get interest rate information.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
SHIELDS & COMPANY	158,877.	0.	158,877.		
TOTAL TO FM 990-PF, PART I, LN 4	158,877.	0.	158,877.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX RETURN & FINANCIAL STATEMENT PREPARATION	8,603.	4,302.		4,301.	
TO FORM 990-PF, PG 1, LN 16B	8,603.	4,302.		4,301.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	42,830.	21,415.		21,415.	
TO FORM 990-PF, PG 1, LN 16C	42,830.	21,415.		21,415.	

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INTERNAL REVENUE SERVICE-FROM 990PF-EXCISE TAX	23,837.	0.		0.	
PAYROLL TAXES	2,785.	0.		2,785.	
TO FORM 990-PF, PG 1, LN 18	26,622.	0.		2,785.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	15.	0.		15.	
OFFICE EXPENSES	3,330.	0.		3,330.	
TO FORM 990-PF, PG 1, LN 23	3,345.	0.		3,345.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
NET UNREALIZED LOSS ON SECURITIES OWNED AS OF 12/31/02		470,637.	
TOTAL TO FORM 990-PF, PART III, LINE 5		470,637.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN MORTGAGE, DUE 03/15/07	X		324,621.	324,621.
FEDERAL HOME LOAN BANK, DUE 04/02/12	X		524,775.	524,775.
TOTAL U.S. GOVERNMENT OBLIGATIONS			849,396.	849,396.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			849,396.	849,396.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
3100 SHARES SYNVOUS FINL CORP	60,140.	60,140.	
FLOWERS FOODS, INC. - 91524 SHARES	1,785,633.	1,785,633.	
ROCKWELL AUTOMATION, INC. 10000 SHS	207,100.	207,100.	
SARA LEE 5000 SHS	112,550.	112,550.	
SENSIENT TECHNOLOGIES 5000 SHS	112,350.	112,350.	
BRISTOL MYERS SQUIBB CO. 5000 SHS	115,750.	115,750.	
EMERSON ELECTRIC 2500 SHS	127,125.	127,125.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,520,648.	2,520,648.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
UNITED TECHNOLOGIES (NOTES), DUE 06/01/09,	269,181.	269,181.	
GENERAL MOTORS ACCEPTANCE (NOTES), DUE 07/15/05	183,958.	183,958.	
CAPITAL MANAGEMENT INVESTMENT TRUST SMALL CAP FUND	507,844.	507,844.	
CAPITAL MANAGEMENT INVESTMENT TRUST MID CAP FUND	477,526.	477,526.	
TOTAL TO FORM 990-PF, PART II, LINE 13	1,438,509.	1,438,509.	

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ACCRUED INTEREST RECEIVABLE	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 15	0.	0.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAPHNE F. WOOD 676 LIVE OAK LANE MONTICELLO, FL	VICE-PRESIDENT 0.	0.	0.	0.
TALIAFERRO F. CROZER 1 LAKE FONTAINE LANE MONTICELLO, FL	TREASURER 0.	0.	0.	0.
MAURY FLOWERS SHIELDS 210 EL BRILLO WAY PALM BEACH, FL	PRESIDENT 0.	0.	0.	0.
AMOS R. MCMULLIAN 1312 GORDON AVE. THOMASVILLE, GA	TRUSTEE 0.	0.	0.	0.
KAYE REYNOLDS P.O. BOX 6100 THOMASVILLE, GA	SECRETARY 40	22,650.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		22,650.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
ALL SAINTS EPISCOPAL CHURCH - P.O. BOX 2626 THOMASVILLE, GA 31799	CHURCH		N/A	20,000.
AMERICAN RED CROSS -	<i>Public Charity</i>		N/A	
ANDROCLES SOCIETY - NEPENTHIC SOCIETY, INC.	PUBLIC CHARITY		N/A	
ARCHBOLD FOUNDATION - THOMASVILLE, GA	FOUNDATION		N/A	

AUBURN UNIVERSITY FOUNDATION - 331 KUNCHESS HALL AUBURN UNIV, AL 36849	EDUCATIONAL INST.	N/A	
AUCILLA CHRISTIAN SCHOOL - MONTICELLO, FL	EDUCATIONAL INST.	N/A	10,000.
BOYS & GIRLS CLUBS OF THOMAS COUNTY - THOMASVILLE, GA	PUBLIC CHARITY	N/A	5,000.
BOYS' HOME	PUBLIC CHARITY	N/A	
BROOKWOOD SCHOOL - 301 CARDINAL RIDGE ROAD THOMASVILLE, GA 31792	EDUCATIONAL INST.	DEFRAY OPERATING EXPENSES	N/A 310,000.
CAMP ARROW - THOMASVILLE, GA	PUBLIC CHARITY	N/A	5,000.
CAMP MERRIE-WOODE - 100 MERRIE-WOODE RD SAPPHIRE, NC 28774	PUBLIC CHARITY	N/A	
CAMP SUNSHINE - ATLANTA, GA	PUBLIC CHARITY	N/A	3,000.
DELTA SOCIETY - RENTON, WASHINGTON	PUBLIC CHARITY	N/A	10,000.
DOWNTOWN THOMASVILLE FACADE RESTORATION - MAIN STREET PROJECT - THOMASVILLE	POLITICAL SUB. OF STATE OF	N/A	10,000.
FELLOWSHIP OF CHRISTIAN ATHLETES- 8701 LEEDS RD. KANSAS CITY, MO 64129-1680	PUBLIC CHARITY	N/A	20,000.
GEORGIA CAMPAIGN FOR ADOLESCENT PREGNANCY PREVENTATION - ATLANTA, GA	PUBLIC CHARITY	N/A	10,000.
GEORGIA PUBLIC POLICY FOUNDATION - ATLANTA, GA	FOUNDATION	N/A	2,000.
GERRY MEDICAL CLINIC - HEALTHWAYS, INC.	PUBLIC CHARITY	N/A	10,000.
HALCYON HOME, INC. - THOMASVILLE, GA	PUBLIC CHARITY	N/A	7,500.

HIGHLANDS/CASHIERS HOSPITAL FOUNDATION FOUND.- P.O. BOX 742 HIGHLANDS, NC 28741		N/A	2,000.
HOSPICE OF SOUTHWEST GEORGIA - ARCHBOLD FOUNDATION, INC. -	FOUNDATION	N/A	5,000.
LEWIS HALL SINGLETARY ONCOLOGY CENTER - ARCHBOLD FOUND., INC. - THOMASVILLE	PUBLIC CHARITY	N/A	10,000.
MASTER FOX HOUND ASSOCIATION EDUCATIONAL FOUNDATION	FOUNDATION	N/A	
MISCELLANEOUS - DONATIONS OF \$1,000 OR LESS	PUBLIC CHARITIES	N/A	9,000.
MONTICELLO OPERA HOUSE, INC. ENDOWMENT FUND - MONTICELLO, FL	PUBLIC CHARITY	N/A	5,000.
NATIONAL FISH & WILDLIFE FOUNDATION	FOUNDATION	N/A	
NATIONAL SIGHTHOUND ADOPTION - THOMASVILLE, GA	PUBLIC CHARITY	N/A	
PRISON FELLOWSHIP MINISTRIES - P.O. BOX 97103 WASHINGTON, DC	PUBLIC CHARITY	N/A	35,000.
PROVIDENCE MISSIONARY BAPTIST CHURCH - 1215 MAGNOLIA STREET	CHURCH	N/A	
RESCUE MISSION MINISTRIES, INC.- THOMASVILLE, GA	PUBLIC CHARITY	N/A	2,000.
ST. JOHN'S HOSPITAL FOUNDATION - JACKSON, WYOMING	FOUNDATION	N/A	
SUWANNEE RIVER/BOY SCOUTS - 2729 W. PENSACOLA ST TALLAHASSEE, FL 32304	PUBLIC CHARITY	N/A	16,000.
TALL TIMBERS - RT 1 BOX 678 TALLAHASSEE, FL 32312-9712	PUBLIC CHARITY	N/A	10,000.
TETON COUNTY LIBRARY FOUNDATION - JACKSON, WYOMING	FOUNDATION	N/A	

THE HERITAGE FOUNDATION	FOUNDATION	N/A	2,500.
THE JESUS FILM PROJECT (CAMPUS CRUSADE FOR CHRIST) - ORLANDO, FL	PUBLIC CHARITY	N/A	45,000.
THE NATURE CONSERVANCY	PUBLIC CHARITY	N/A	2,500.
THE VASHTI CENTER FOR CHILDREN & FAMILY - THOMASVILLE, GA	PUBLIC CHARITY	N/A	
THOMAS COUNTY CASA	PUBLIC CHARITY	N/A	2,500.
THOMAS COUNTY HISTORICAL SOCIETY - P.O. BOX 1922 THOMASVILLE, GA 31799	PUBLIC CHARITY	N/A	10,000.
THOMAS JEFFERSON MEMORIAL FOUNDATION-P.O. BOX 217 CHARLOTTESVILLE, VA 22902	FOUNDATION	N/A	10,000.
THOMAS UNIVERSITY - THOMASVILLE, GA	EDUCATIONA INST.	N/A	10,000.
THOMASVILLE COMMUNITY RESOURCE CENTER - THOMASVILLE, GA	PUBLIC CHARITY	N/A	15,000.
THOMASVILLE LANDMARKS - P.O. BOX 1285 THOMASVILLE, GA 31799	PUBLIC CHARITY	N/A	20,000.
THOMASVILLE MUSIC & DRAMA TROUPE, INC - P.O. BOX 284 THOMASVILLE, GA	PUBLIC CHARITY	N/A	5,000.
THOMASVILLE YMCA - P.O. BOX 1035 THOMASVILLE, GA 31799	PUBLIC CHARITY	N/A	
VETERANS OF THOMAS/GRADY COUNTIES (VETERANS EXPRESS BUS, INC.)- CAIRO, GA	PUBLIC CHARITY	N/A	2,500.
U.S. SPORTSMEN'S ALLIANCE FOUNDATION - 801 KINGSMILL PARKWAY COLUMBUS, OHIO	FOUNDATION	N/A	25,000.
YOUNG AMERICA'S FOUNDATION - 110 ELDEN STREET HERNDON, VA	FOUNDATION	N/A	25,000.

HABITAT FOR HUMANITY INTERNATIONAL - 121 HABITAT STREET AMERICUS, GA	PUBLIC CHARITIES	N/A	2,500.
SOUTHEASTERN LEGAL FOUNDATION - 3340 PEACHTREE RD. NE SUITE 2515 ATLANTA,	FOUNDATION	N/A	50,000.
SOUTHWEST GEORGIA TECHNICAL COLLEGE FOUNDATION - THOMASVILLE, GA	FOUNDATION	N/A	2,000.
THOMASVILLE CULTURAL CENTER, INC.	PUBLIC CHARITIES	N/A	5,000.
MUNICIPAL AUDITORIUM RESORATION FUND - CITY OF THOMASVILLE	POLICITAL SUB. OF STATE OF	N/A	20,000.
BOYS & GIRLS CLUBS OF THE BIG BEND, 810 THOMASVILLE RD. TALLAHASSEE, FL	PUBLIC CHARITIES	N/A	5,000.
JEFFERSON COUNTY HUMANE SOCIETY, P.O. BOX 559 MONTICELLO, FL 32345	PUBLIC CHARITIES	N/A	2,500.
COMMUNITY FOUNDATION OF SOUTHWEST GEORGIA 135 N. BROAD ST. THOMASVILLE, GA	FOUNDATION	N/A	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>788,500.</u>

Form **8868**

(December 2000)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

▶ File a separate application for each return

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

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

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

Note: Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only
 All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization WILLIAM HOWARD FLOWERS, JR. FOUNDATION, INC.	Employer identification number 58-1399036
	Number, street, and room or suite no. If a P O box, see instructions P.O. BOX 6100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions THOMASVILLE, GA 31758-6100	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990 T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990 BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990 EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990 PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

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

1 I request an automatic 3 month (6 month, for 990-T corporation) extension of time until **AUGUST 15, 2003** to file the exempt organization return for the organization named above. The extension is for the organization's return for calendar year **2002** or tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ **3,312.**

b If this application is for Form 990 PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ **4,800.**

c **Balance Due** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ **0.**

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ *Bernard Langen Jr* Title ▶ *CFA* Date ▶ *5-14-03*
 LHA For Paperwork Reduction Act Notice, see instruction Form 8868 (12-2000)