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GOVERNMENT COPY

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

2007

Department of the Treasury
Internal Revenue Service (77)

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

For calendar year **2007**, 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 foundation WATSON-BROWN FOUNDATION, INC. Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 310 TOM WATSON WAY City or town, state, and ZIP code THOMSON, GA 30824-0037	A Employer identification number 23-7097393 B Telephone number (706) 595-8886
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 139,523,166. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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	341,792.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,096.	1,096.		STATEMENT 2
	4 Dividends and interest from securities	5,240,805.	5,240,805.		STATEMENT 3
	5a Gross rents	11,550.	11,550.		STATEMENT 4
	b Net rental income or (loss)	11,550.			
	6a Net gain or (loss) from sale of assets not on line 10	16,052,918.			STATEMENT 1
	b Gross sales price for all assets on line 6a	198,796,199.			
	7 Capital gain net income (from Part IV, line 2)		15,970,057.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	883.			STATEMENT 5
b Less: Cost of goods sold	1,036.			STATEMENT 6	
c Gross profit or (loss)	-153.				
11 Other income	2,615.	447.		STATEMENT 7	
12 Total. Add lines 1 through 11	21,650,623.	21,223,955.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	210,308.	52,577.		157,731.
	14 Other employee salaries and wages	445,248.	29,778.		415,470.
	15 Pension plans, employee benefits	6,988.	1,142.		5,846.
	16a Legal fees STMT 8	7,776.	0.		7,776.
	b Accounting fees STMT 9	37,812.	28,359.		9,453.
	c Other professional fees STMT 10	419,910.	392,964.		26,946.
	17 Interest	604.	0.		604.
	18 Taxes STMT 11	349,993.	6,401.		45,438.
	19 Depreciation and depletion	281,238.	0.		
	20 Occupancy	76,343.	19,086.		57,257.
	21 Travel, conferences, and meetings	33,818.	0.		33,818.
	22 Printing and publications	65,710.	16,428.		49,282.
	23 Other expenses STMT 12	560,880.	105,507.		455,570.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,496,628.	652,242.		1,265,191.
	25 Contributions, gifts, grants paid	3,367,644.			3,367,644.
26 Total expenses and disbursements. Add lines 24 and 25	5,864,272.	652,242.		4,632,835.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	15,786,351.				
b Net investment income (if negative, enter -0-)		20,571,713.			
c Adjusted net income (if negative, enter -0-)			N/A		

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

Form **990-PF** (2007)

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				
	2	Savings and temporary cash investments	13,175,273.	6,189,801.	6,189,801.	
	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	5,885.	6,504.	6,504.	
	9	Prepaid expenses and deferred charges	7,938.	8,319.	8,319.	
	10a	Investments - U.S. and state government obligations STMT 13	5,665,826.	4,488,260.	4,613,375.	
	b	Investments - corporate stock STMT 14	69,555,695.	91,716,471.	89,515,324.	
	c	Investments - corporate bonds STMT 15	5,005,417.	7,105,426.	7,165,121.	
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other STMT 16	16,379,236.	15,967,045.	24,368,348.		
14	Land, buildings, and equipment: basis 9,800,947.					
	Less: accumulated depreciation STMT 17	1,268,180.	5,265,886.	8,532,767.		
15	Other assets (describe STATEMENT 18)	3,521,635.	354,580.	262,583.		
16	Total assets (to be completed by all filers)	118,582,791.	134,369,173.	139,523,166.		
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	11,194.	8,517.		
	22	Other liabilities (describe STATEMENT 19)	6,715.	9,423.		
	23	Total liabilities (add lines 17 through 22)	17,909.	17,940.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds	118,564,882.	134,351,233.			
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.			
30	Total net assets or fund balances	118,564,882.	134,351,233.			
31	Total liabilities and net assets/fund balances	118,582,791.	134,369,173.			

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	118,564,882.
2	Enter amount from Part I, line 27a	2	15,786,351.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	134,351,233.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	134,351,233.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 198,796,199.		182,826,142.	15,970,057.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			15,970,057.	
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	15,970,057.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2006	3,004,223.	125,934,885.	.023855
2005	4,500,894.	121,368,719.	.037084
2004	3,578,998.	115,766,694.	.030916
2003	2,812,118.	98,727,588.	.028484
2002	3,538,864.	4,461,366.	.793224
2 Total of line 1, column (d)			.913563
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			.182713
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5			132,490,449.
5 Multiply line 4 by line 3			24,207,727.
6 Enter 1% of net investment income (1% of Part I, line 27b)			205,717.
7 Add lines 5 and 6			24,413,444.
8 Enter qualifying distributions from Part XII, line 4			4,632,835.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 58,094.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, tax returns, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11a	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)			X
11b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?		N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.WATSON-BROWN.ORG		X	
14	The books are in care of ► THOMAS W. BROWN, JR. Located at ► 310 TOM WATSON WAY, THOMSON, GA	Telephone no. ► 706-595-8886 ZIP+4 ► 30824-0037		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____.		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2007 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 2007.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here Yes No

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). N/A

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 you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 21		210,308.	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 Yes No 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. 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 SCHOLARSHIPS: SEE STATEMENT 25	
	1,809,794.
2 HOUSE MUSEUMS: SEE STATEMENT 25	
	516,578.
3 SYMPOSIA & SEMINARS: SEE STATEMENT 25	
	201,187.
4 COMMUNITY EVENTS: SEE STATEMENT 25	
	204,267.

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	

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	114,095,650.
b	Average of monthly cash balances	1b	7,180,301.
c	Fair market value of all other assets	1c	13,232,119.
d	Total (add lines 1a, b, and c)	1d	134,508,070.
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	134,508,070.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,017,621.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	132,490,449.
6	Minimum investment return. Enter 5% of line 5	6	6,624,522.

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	6,624,522.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	411,434.
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	411,434.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,213,088.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,213,088.
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	6,213,088.

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	4,632,835.
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	4,632,835.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,632,835.

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				6,213,088.
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002	3,315,796.			
b From 2003				
c From 2004				
d From 2005				
e From 2006				
f Total of lines 3a through e	3,315,796.			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ \$	4,632,835.			
a Applied to 2006, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2007 distributable amount				4,632,835.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,580,253.			1,580,253.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,735,543.			
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 2006. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7	1,735,543.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2003				
b Excess from 2004				
c Excess from 2005				
d Excess from 2006				
e Excess from 2007				

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 2007, enter the date of the ruling ▶
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
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. 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 foundation had \$5,000 or more in assets at any time during the year-see 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).)

THOMAS W. BROWN, JR.

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

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

THOMAS W. BROWN, JR., 310 TOM WATSON WAY, THOMSON, GA 30824

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

APPLICATIONS ARE WEB BASED AND PROVIDED BY FOUNDATION AS NEEDED

c Any submission deadlines:

GRANTS DUE APRIL 15/SHCOLORSHIPS DUE FEBRUARY 15

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

SEE STATEMENT 24

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
STATEMENT C-2 (SCHOLARSHIPS)	N/A	PUBLIC	EDUCATION	1,575,459.
STATEMENT C-1 (CONTRIBUTIONS)	N/A	PUBLIC	EDUCATION	1,792,185.
Total				3,367,644.
b Approved for future payment				
NONE				
Total				0.

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

2007

Name of organization

Employer identification number

WATSON-BROWN FOUNDATION, INC.

23-7097393

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 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 2 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 For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization WATSON-BROWN FOUNDATION, INC.	Employer identification number 23-7097393
--	---

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	TRUST UNDER THE WILL OF WALTER J. BROWN <hr/> 1180 PEACHTREE ST. <hr/> ATLANTA, GA, 30309	\$ 249,165.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	TRUST UNDER THE WILL OF WALTER J. BROWN <hr/> 1180 PEACHTREE ST. <hr/> ATLANTA, GA 30309	\$ 12,803.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	TRUST UNDER THE WILL OF WALTER J. BROWN <hr/> 1180 PEACHTREE ST. <hr/> ATLANTA, GA 30309	\$ 20,253.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ESTATE OF TOM W. BROWN <hr/> 1180 PEACHTREE ST. <hr/> ATLANTA, GA 30309	\$ 40,001.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WATSON-BROWN FOUNDATION, INC.	Employer identification number 23-7097393
--	---

Part II Noncash Property (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS STOCKS	\$ 249,165.	03/14/07
4	FIRST EDITION BOOKS AND HISTORICAL PAPERS	\$ 40,001.	VARIOUS
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

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 STATEMENT D-1	P	VARIOUS	VARIOUS
b	SEE STATEMENT D-2	P	VARIOUS	VARIOUS
c	SEE STATEMENT D-3	D	VARIOUS	VARIOUS
d	SEE STATEMENT D-4	D	VARIOUS	VARIOUS
e	PASSTHROUGH COMMONFUND REALTY INVESTORS LLC	P	VARIOUS	VARIOUS
f	SALE OF INVESTMENT PROPERTY - ELK RIVER	D	VARIOUS	08/23/07
g	US TREASURE INFL INDEX 2.000%	P	VARIOUS	VARIOUS
h	CLASS ACTION SETTLEMENT - CISCO	P	VARIOUS	12/20/07
i	CLASS ACTION SETTLEMENT - AOL	P	VARIOUS	12/20/07
j	SALE OF EQUIPMENT	P	VARIOUS	12/07/07
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	119,342,935.		107,918,497.	11,424,438.
b	75,111,657.		74,203,031.	908,626.
c	475,828.		369,226.	106,602.
d	175,660.		198,388.	-22,728.
e	96,094.			96,094.
f	116,940.		137,000.	-20,060.
g	7,729.			7,729.
h	760.			760.
i	14,915.			14,915.
j	500.			500.
k	3,453,181.			3,453,181.
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			11,424,438.
b			908,626.
c			106,602.
d			-22,728.
e			96,094.
f			-20,060.
g			7,729.
h			760.
i			14,915.
j			500.
k			3,453,181.
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	15,970,057.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT D-1			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
119,342,935.	107,918,497.	0.	0.	11,424,438.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT D-2			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
75,111,657.	74,203,031.	0.	0.	908,626.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT D-3			DONATED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
475,828.	350,539.	0.	0.	125,289.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE STATEMENT D-4	175,660.	134,214.	0.	0.	41,446.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PASSTHROUGH COMMONFUND REALTY INVESTORS LLC	96,094.	0.	0.	0.	96,094.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SALE OF INVESTMENT PROPERTY - ELK RIVER	116,940.	137,000.	0.	0.	-20,060.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
US TREASURE INFL INDEX 2.000%	7,729.	0.	0.	0.	7,729.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENT - CISCO	PURCHASED	VARIOUS	12/20/07
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
760.	0.	0.	0.
			(F) GAIN OR LOSS
			760.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENT - AOL	PURCHASED	VARIOUS	12/20/07
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
14,915.	0.	0.	0.
			(F) GAIN OR LOSS
			14,915.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF EQUIPMENT	PURCHASED	VARIOUS	12/07/07
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
500.	0.	0.	0.
			(F) GAIN OR LOSS
			500.

CAPITAL GAINS DIVIDENDS FROM PART IV	3,453,181.
TOTAL TO FORM 990-PF, PART I, LINE 6A	16,052,918.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
OTHER INTEREST INCOME	241.
SUNTRUST BANK	855.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,096.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GUILD FUND MANAGEMENT - SUNTRUST - NOMINEE	51,297.	0.	51,297.
GUILD FUND MANAGMENT - SUNTRUST - NOMINEE	9,503.	0.	9,503.
LESS: PURCH. INTEREST RECEIVED	-262,321.	0.	-262,321.
PASSTHROUGH - COMMONFUND REALTY INVESTORS, LLC	4,992.	0.	4,992.
SUNTRUST MANAGEMENT - NOMINEE	842,552.	0.	842,552.
SUNTRUST MANAGEMENT - NOMINEE	8,047,963.	3,453,181.	4,594,782.
TOTAL TO FM 990-PF, PART I, LN 4	8,693,986.	3,453,181.	5,240,805.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BUILDING - HICKORY HILL DR, THOMSON, GA	1	11,050.
LAND RENTAL - HICKORY HILL FARM	2	500.
TOTAL TO FORM 990-PF, PART I, LINE 5A		11,550.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 5

INCOME		
1. GROSS RECEIPTS	883	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		883
4. COST OF GOODS SOLD (LINE 15)	1,036	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		-153
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		-153
COST OF GOODS SOLD		
8. INVENTORY AT BEGINNING OF YEAR	5,885	
9. MERCHANDISE PURCHASED.	1,636	
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.	19	
13. ADD LINES 8 THROUGH 12		7,540
14. INVENTORY AT END OF YEAR	6,504	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14).		1,036

FORM 990-PF	COST OF GOODS SOLD - OTHER COSTS	STATEMENT	6
DESCRIPTION			AMOUNT
COMMISSION			19.
TOTAL OTHER COSTS			19.

FORM 990-PF	OTHER INCOME			STATEMENT	7
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
PASSTHROUGH-COMMONFUND REALTY INVESTORS, LLC	447.	447.			
HICKORY HILL MUSEUM TOUR	333.	0.			
ARCHAEOLOGY CAMP	950.	0.			
FESTIVALS	885.	0.			
TOTAL TO FORM 990-PF, PART I, LINE 11	2,615.	447.			

FORM 990-PF	LEGAL FEES				STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
LEGAL FEES	7,776.	0.		7,776.		
TO FM 990-PF, PG 1, LN 16A	7,776.	0.		7,776.		

FORM 990-PF	ACCOUNTING FEES				STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	37,812.	28,359.		9,453.		
TO FORM 990-PF, PG 1, LN 16B	37,812.	28,359.		9,453.		

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES - SUNTRUST	262,972.	262,972.		0.
REALTOR FEES	11,500.	11,500.		0.
PROFESSIONAL FEES	10,125.	2,531.		7,594.
CONSULTING FEES	19,175.	0.		19,175.
APPRAISAL	0.	0.		0.
COMMONFUND REALTY INVESTORS, LLC	115,902.	115,902.		0.
ARCHITECTURAL SERVICES	236.	59.		177.
TO FORM 990-PF, PG 1, LN 16C	419,910.	392,964.		26,946.

FORM 990-PF	TAXES			STATEMENT 11
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAX	8,239.	2,060.		6,179.
PAYROLL TAX	43,600.	4,341.		39,259.
EXCISE TAX	298,154.	0.		0.
TO FORM 990-PF, PG 1, LN 18	349,993.	6,401.		45,438.

FORM 990-PF	OTHER EXPENSES			STATEMENT 12
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS & MAINTENANCE	100,756.	25,189.		75,567.
TELEPHONE	30,792.	7,698.		23,094.
SECURITY SYSTEM	4,100.	1,025.		3,075.
SUPPLIES	10,850.	2,713.		8,137.
DUES & SUBSCRIPTIONS	9,685.	2,421.		7,564.
PROPERTY INSURANCE	32,952.	8,238.		24,714.
OFFICE EQUIPMENT LEASES	7,917.	1,979.		5,938.
POSTAGE & DELIVERY	8,208.	2,052.		6,156.
CLEANING & LANDSCAPE EXPENSE	61,957.	15,489.		46,468.
UTILITIES	63,429.	15,857.		47,572.
EXTERMINATION	1,695.	424.		1,271.

MEALS & ENTERTAINMENT (50% DEDUCTIBLE)	342.	0.	253.
MEALS & ENTERTAINMENT (50% NONDEDUCTIBLE)	342.	89.	253.
EMPLOYEE HOUSING EXPENSE	5,531.	0.	5,531.
COMPUTER/WEBSITE EXPENSES	10,936.	2,734.	8,202.
DRUG SCREENING	158.	0.	158.
OFFICE EXPENSES	16,853.	4,213.	12,640.
GROUND EQUIPMENT REPAIRS AND MAINT.	16,127.	4,032.	12,095.
INSURANCE	45,574.	0.	45,574.
D & O INSURANCE	6,185.	1,546.	4,639.
TURCK INSURANCE	1,311.	328.	983.
PORTFOLIO EXPENSES - COMMONFUND REALTY INVESTORS, LLC	7,339.	7,339.	0.
SPECIAL EVENTS - COMMUNITY/SOUTHERN STUDIES/EDUCATIONAL UNIFORMS	109,197.	0.	109,197.
LIBRARY PURCHASES	393.	98.	295.
EDUCATION & SAFETY	6,107.	1,527.	4,580.
BANK FEES	406.	102.	304.
LIVESTOCK PURCHASE	67.	0.	67.
INSPECTION FEES	1,512.	378.	1,134.
PASSTHROUGH-NON-DEDUCTABLE	145.	36.	109.
	14.	0.	0.
TO FORM 990-PF, PG 1, LN 23	560,880.	105,507.	455,570.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 13

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST - NOMINEE - STATEMENT A-2	X		4,488,260.	4,613,375.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,488,260.	4,613,375.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,488,260.	4,613,375.

FORM 990-PF	CORPORATE STOCK		STATEMENT 14
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST - NOMINEE - STATEMENT A-1	87,644,832.	85,483,197.
GUILD FUND MANAGMENT -NOMINEE- STATEMENT A-4	4,071,639.	4,032,127.
TOTAL TO FORM 990-PF, PART II, LINE 10B	91,716,471.	89,515,324.

FORM 990-PF	CORPORATE BONDS		STATEMENT 15
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST - NOMINEE - STATEMENT A-3	7,105,426.	7,165,121.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,105,426.	7,165,121.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 16
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMONFUND HEDGE INVESTMENTS	COST	7,000,000.	11,519,917.
COMMONFUND REALTY INVESTMENT, LLC	COST	6,615,610.	10,278,181.
TIMBER	COST	2,233,522.	2,325,522.
LAND	COST	117,913.	244,728.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,967,045.	24,368,348.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 17
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SEE SCHEDULE ATTACHED	8,506,996.	1,268,180.	7,238,816.
LAND	1,293,951.	0.	1,293,951.
TOTAL TO FM 990-PF, PART II, LN 14	9,800,947.	1,268,180.	8,532,767.

FORM 990-PF	OTHER ASSETS		STATEMENT 18
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK	81,912.	90,513.	90,513.
OTHER ASSETS	12,855.	15,183.	15,183.
CONSTRUCTION IN PROGRESS - TRR			
COBB HOUSE	3,217,985.	0.	0.
TIMBER - HARDWOOD	208,883.	208,883.	116,886.
HICKORY HILL LIBRARY	0.	40,001.	40,001.
TO FORM 990-PF, PART II, LINE 15	3,521,635.	354,580.	262,583.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 19
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
PAYROLL TAXES PAYABLE	1,703.	2,133.	
SIMPLE IRA PLAN PAYABLE	1,611.	1,390.	
SALES TAX PAYABLE	1.	0.	
ACCRUED INCOME -- RENTAL	3,400.	0.	
OTHER PAYABLE	0.	5,900.	
TOTAL TO FORM 990-PF, PART II, LINE 22	6,715.	9,423.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 20
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NAME OF CONTRIBUTOR	ADDRESS
ESTATE OF TOM W. BROWN	1180 PEACHTREE ST., ATLANTA, GA 30309

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 21
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
R. BYRON ATTRIDGE 191 PEACHTREE STREET, SUITE 4900 ATLANTA, GA 30303	TRUSTEE 2.50	12,000.	0.	0.
THOMAS W. BROWN, JR. 753 BRADBERRY CREEK EVANS, GA 30809	PRESIDENT 50.00	164,308.	0.	0.
TOM W. BROWN 2859 PACES FERRY RD., NO. 2150 ATLANTA, GA 30339	TRUSTEE/BOARD 2.50	10,000.	0.	0.
JOHN WOODHAM 159 E. WESLEY RD. ATLANTA, GA 30305	TRUSTEE 2.50	12,000.	0.	0.
JOAB LESESNE P.O. BOX 79 SUNSET, SC 29685	TRUSTEE 2.50	12,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		210,308.	0.	0.

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**

2007

Name WATSON-BROWN FOUNDATION, INC.	Employer identification number 23-7097393
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	411,434.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for Federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	411,434.
4 Enter the tax shown on the corporation's 2006 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	59,171.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	59,171.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

6 The corporation is using the adjusted seasonal installment method.

7 The corporation is using the annualized income installment method.

8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment					
		(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	9	05/15/07	06/15/07	09/15/07	12/15/07
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	14,793.	190,924.	102,859.	102,858.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	310,268.		25,000.	50,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		295,475.	104,551.	26,692.
13 Add lines 11 and 12	13		295,475.	129,551.	76,692.
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	310,268.	295,475.	129,551.	76,692.
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				26,166.
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	295,475.	104,551.	26,692.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV 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.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2007 and before 1/1/2008	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 8\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 12/31/2007 and before 4/1/2008	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\%}{366}$	24	\$	\$	\$
25 Number of days on line 20 after 3/31/2008 and before 7/1/2008	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times \%}{366}$	26	\$	\$	\$
27 Number of days on line 20 after 6/30/2008 and before 10/1/2008	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times \%}{366}$	28	\$	\$	\$
29 Number of days on line 20 after 9/30/2008 and before 1/1/2009	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$
31 Number of days on line 20 after 12/31/2008 and before 2/16/2009	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	33	\$	\$	\$
34 Penalty. Add columns (a) through (d) of line 33. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	34			\$ 740.

* For underpayments paid after March 31, 2008: 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 website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II			Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.		
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization				Employer identification number
	WATSON-BROWN FOUNDATION, INC.				23-7097393
	Number, street, and room or suite no. If a P.O. box, see instructions.				For IRS use only
310 TOM WATSON WAY					
City, town or post office, state, and ZIP code. For a foreign address, see instructions.					
THOMSON, GA 30824-0037					

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

- Form 990
 Form 990-EZ
 Form 990-T (sec. 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **THOMAS W. BROWN, JR.**
 Telephone No. **706-595-8886** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 17, 2008.**
- 5 For calendar year **2007**, or other tax year beginning _____, and ending _____.
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension
SEE STATEMENT 22

8a 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.	8a	\$ 470,268.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 470,268.
c Balance Due. Subtract line 8b from line 8a. 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.	8c	\$ 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 Title **C.P.A.** Date

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT 22

EXPLANATION

ALL INFORMATION NECESSARY TO PERPARE THE RETURN HAS BEEN RECEIVED WITH THE EXCEPTION OF ASSET VALUES FOR THE YEAR END 12/31/2007. ACCORDINGLY, AN ADDITIONAL EXTENSION OF TIME IS HERE BY REQUESTED TO 11/17/2008.