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GOVERNMENT COPY

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

2006

Department of the Treasury
Internal Revenue Service

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

For calendar year **2006**, 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) \$ 134,358,254. (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	22,606.		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	886.	886.		STATEMENT 2
	4 Dividends and interest from securities	2,625,290.	2,625,290.		STATEMENT 3
	5a Gross rents	11,250.	11,250.		STATEMENT 4
	b Net rental income or (loss)	11,250.			
	6a Net gain or (loss) from sale of assets not on line 10	1,071,204.			STATEMENT 1
	b Gross sales price for all assets on line 6a	93,525,124.			
	7 Capital gain net income (from Part IV, line 2)		949,427.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	1,059.			STATEMENT 5
b Less: Cost of goods sold	589.				
c Gross profit or (loss)	470.				
11 Other income	6,991.	4,716.		STATEMENT 6	
12 Total. Add lines 1 through 11	3,738,697.	3,591,569.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	209,500.	52,375.		157,125.
	14 Other employee salaries and wages	340,706.	28,693.		312,013.
	15 Pension plans, employee benefits	6,267.	1,125.		5,142.
	16a Legal fees				
	b Accounting fees	STMT 7 34,297.	25,723.		8,574.
	c Other professional fees	STMT 8 409,998.	407,817.		2,181.
	17 Interest	116.	0.		116.
	18 Taxes	STMT 9 47,864.	11,003.		36,860.
	19 Depreciation and depletion	193,866.	0.		
	20 Occupancy	76,589.	19,147.		57,442.
	21 Travel, conferences, and meetings	27,357.	0.		27,357.
	22 Printing and publications	43,143.	10,786.		32,357.
	23 Other expenses	STMT 10 496,136.	76,343.		419,286.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,885,839.	633,012.		1,058,453.
	25 Contributions, gifts, grants paid	1,945,770.			1,945,770.
26 Total expenses and disbursements. Add lines 24 and 25	3,831,609.	633,012.		3,004,223.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-92,912.				
b Net investment income (if negative, enter -0-)		2,958,557.			
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** (2006)

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		4,249,124.	13,175,273.	13,175,273.
	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		4,091.	5,885.	5,885.
	9	Prepaid expenses and deferred charges		39,965.	7,938.	7,938.
	10a	Investments - U.S. and state government obligations	STMT 11	10,524,329.	5,665,826.	5,700,004.
	b	Investments - corporate stock	STMT 12	74,303,980.	69,555,695.	81,944,352.
	c	Investments - corporate bonds	STMT 13	5,416,295.	5,005,417.	4,947,391.
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 18	16,725,254.	16,379,236.	22,088,543.	
14	Land, buildings, and equipment: basis	6,252,828.				
	Less: accumulated depreciation	STMT 14	986,942.	5,360,213.	5,265,886.	
15	Other assets (describe)	STATEMENT 15)	2,039,071.	3,521,635.	2,981,288.	
16	Total assets (to be completed by all filers)		118,662,322.	118,582,791.	134,358,254.	
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.	STATEMENT 16
	22	Other liabilities (describe)	STATEMENT 17)	4,528.	6,715.	
	23	Total liabilities (add lines 17 through 22)		4,528.	17,909.	
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		118,657,794.	118,564,882.	
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		118,657,794.	118,564,882.		
31	Total liabilities and net assets/fund balances		118,662,322.	118,582,791.		

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	118,657,794.
2	Enter amount from Part I, line 27a	2	-92,912.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	118,564,882.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	118,564,882.

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 93,525,124.		92,575,697.	949,427.	
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			949,427.	
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	949,427.	
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))
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
2001	7,124,107.	3,348,686.	2.127434
2 Total of line 1, column (d)			3.017142
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			.603428
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5			125,934,885.
5 Multiply line 4 by line 3			75,992,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)			29,586.
7 Add lines 5 and 6			76,022,222.
8 Enter qualifying distributions from Part XII, line 4			3,004,223.

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 310,268.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes questions about political campaigns, tax returns, and state reporting.

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? Web site 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 2006?	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 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____.		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2006 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 2006.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2006?	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 19		209,500.	4,500.	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

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	1,346,069.
2 HOUSE MUSEUMS: SEE STATEMENT 25	381,894.
3 SYMPOSIA & SEMINARS: SEE STATEMENT 25	263,610.
4 COMMUNITY EVENTS: SEE STATEMENT 25	157,480.

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	
3 All other program-related investments. See instructions.	
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	109,448,388.
b	Average of monthly cash balances	1b	6,209,643.
c	Fair market value of all other assets	1c	12,194,644.
d	Total (add lines 1a, b, and c)	1d	127,852,675.
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	127,852,675.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,917,790.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	125,934,885.
6	Minimum investment return. Enter 5% of line 5	6	6,296,744.

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	6,296,744.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	59,171.
b	Income tax for 2006. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	59,171.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,237,573.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,237,573.
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	6,237,573.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,004,223.
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	3,004,223.
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	3,004,223.

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 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				6,237,573.
2 Undistributed income, if any, as of the end of 2005:				
a Enter amount for 2005 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2006:				
a From 2001	3,382,474.			
b From 2002	3,315,796.			
c From 2003				
d From 2004				
e From 2005				
f Total of lines 3a through e	6,698,270.			
4 Qualifying distributions for 2006 from Part XII, line 4: ▶ \$	3,004,223.			
a Applied to 2005, 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 2006 distributable amount				3,004,223.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,233,350.			3,233,350.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,464,920.			
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 2005. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2007				0.
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 2001 not applied on line 5 or line 7	149,124.			
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	3,315,796.			
10 Analysis of line 9:				
a Excess from 2002	3,315,796.			
b Excess from 2003				
c Excess from 2004				
d Excess from 2005				
e Excess from 2006				

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 2006, 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) 2006	(b) 2005	(c) 2004	(d) 2003	
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 page 28 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).)

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 <i>Paid during the year</i>				
STATEMENT 22 (SCHOLARSHIPS)	N/A	PUBLIC	EDUCATION	1,178,000.
STATEMENT 23 (CONTRIBUTIONS)	N/A	PUBLIC	EDUCATION	767,770.
Total				3a 1,945,770.
b <i>Approved for future payment</i>				
NONE				
Total				3b 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

2006

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) (2006)

Name of organization

Employer identification number

WATSON-BROWN FOUNDATION, INC.

23-7097393

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF LOUISE GIBSON WANSLEY 3187 STAGECOACH RD., N.W. THOMSON, GA 30824	\$ 18,779.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	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	.29 AC. TRACT OF LAND _____ _____ _____	\$ 18,779.	12/29/06
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

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	D	VARIOUS	VARIOUS
c	PASSTHROUGH - COMMONFUND REALTY INV. LLC	P	VARIOUS	06/30/06
d	LITIGATION-MATTEL -CLASS ACTION FUND	P	VARIOUS	12/22/06
e	LITIGATION-WORLD -CLASS ACTION FUND	P	VARIOUS	12/22/06
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	91,095,192.		91,761,209.	-666,017.
b	1,323,962.		814,488.	509,474.
c	261,496.			261,496.
d	409.			409.
e	14,260.			14,260.
f	829,805.			829,805.
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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			-666,017.
b			509,474.
c			261,496.
d			409.
e			14,260.
f			829,805.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	949,427.
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	
91,095,192.	91,761,209.	0.	0.	-666,017.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT D-2			DONATED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,323,962.	692,711.	0.	0.	631,251.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - COMMONFUND REALTY INV. LLC			PURCHASED	VARIOUS	06/30/06
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
261,496.	0.	0.	0.	261,496.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LITIGATION-MATTEL -CLASS ACTION FUND	PURCHASED	VARIOUS	12/22/06
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
409.	0.	0.	0.
(F) GAIN OR LOSS	409.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LITIGATION-WORLD -CLASS ACTION FUND	PURCHASED	VARIOUS	12/22/06
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
14,260.	0.	0.	0.
(F) GAIN OR LOSS	14,260.		

CAPITAL GAINS DIVIDENDS FROM PART IV	829,805.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,071,204.

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

SOURCE	AMOUNT
SUNTRUST BANK	886.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	886.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LESS: PURCH. INTEREST RECEIVED PASSTHROUGH - COMMONFUND REALTY INVESTORS, LLC	-142,026.	0.	-142,026.
PASSTHROUGH - COMMONFUND REALTY INVESTORS, LLC	200,428.	0.	200,428.
SUNTRUST MANAGEMENT - NOMINEE	2,812.	0.	2,812.
	793,026.	0.	793,026.

WATSON-BROWN FOUNDATION, INC.

23-7097393

SUNTRUST MANAGEMENT - NOMINEE	2,600,855.	829,805.	1,771,050.
TOTAL TO FM 990-PF, PART I, LN 4	3,455,095.	829,805.	2,625,290.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BUILDING - HICKORY HILL DR, THOMSON, GA	1	10,750.
LAND RENTAL - HICKORY HILL FARM	2	500.
TOTAL TO FORM 990-PF, PART I, LINE 5A		11,250.

FORM 990-PF

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

STATEMENT 5

INCOME

1. GROSS RECEIPTS	1,059	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		1,059
4. COST OF GOODS SOLD (LINE 15)	589	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		470
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		470

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	4,091	
9. MERCHANDISE PURCHASED.	2,383	
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		6,474
14. INVENTORY AT END OF YEAR	5,885	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14).		589

FORM 990-PF	OTHER INCOME	STATEMENT	6
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH-COMMONFUND REALTY INVESTORS, LLC	-1,161.	-1,161.	
MISC. INCOME	5,877.	5,877.	
HICKORY HILL MUSEUM TOUR	465.	0.	
ARCHAEOLOGY CAMP	860.	0.	
FESTIVALS	950.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,991.	4,716.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	34,297.	25,723.		8,574.
TO FORM 990-PF, PG 1, LN 16B	34,297.	25,723.		8,574.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES - SUNTRUST	308,952.	308,952.		0.
MANAGEMENT FEES - COMMONFUND REALTY INVESTORS, LLC	96,430.	96,430.		0.
PROPERTY FEES - ELK RIVER	2,300.	2,300.		0.
ADR - FEES	135.	135.		0.
CONSULTING FEES	756.	0.		756.
APPRAISAL	1,425.	0.		1,425.
TO FORM 990-PF, PG 1, LN 16C	409,998.	407,817.		2,181.

FORM 990-PF	TAXES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAX	8,118.	2,029.		6,089.
PAYROLL TAX	35,120.	4,348.		30,771.
FOREIGN TAXES PAID	4,626.	4,626.		0.
TO FORM 990-PF, PG 1, LN 18	47,864.	11,003.		36,860.

FORM 990-PF	OTHER EXPENSES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS & MAINTENANCE	27,660.	6,916.		20,744.
TELEPHONE	27,341.	6,835.		20,506.
SECURITY SYSTEM	4,660.	1,165.		3,495.
SUPPLIES	8,390.	2,098.		6,292.
DUES & SUBSCRIPTIONS	9,199.	2,300.		6,899.
PROPERTY INSURANCE	29,552.	7,388.		22,164.
OFFICE EQUIPMENT LEASES	8,296.	2,074.		6,222.
POSTAGE & DELIVERY	6,915.	1,729.		5,186.
CLEANING & LANDSCAPE EXPENSE	42,156.	10,539.		31,617.
UTILITIES	48,360.	12,090.		36,270.
EXTERMINATION	1,600.	400.		1,200.
MEALS & ENTERTAINMENT (50% DEDUCTIBLE)	2,028.	507.		1,521.
MEALS & ENTERTAINMENT (50% NONDEDUCTIBLE)	2,029.	0.		1,522.
COMPUTER/WEBSITE EXPENSES	8,318.	2,080.		6,238.
DRUG SCREENING	257.	64.		193.
OFFICE EXPENSES	11,302.	2,826.		8,476.
TRUCK LEASE	725.	181.		544.
GROUPS EQUIPMENT REPAIRS AND MAINT.	16,885.	4,221.		12,664.
INSURANCE	27,799.	3,089.		24,710.
D & O INSURANCE	6,185.	1,546.		4,639.
BOARD OF SCHOLARS & FORUM - COMPENSATION	21,300.	0.		21,300.
TURCK INSURANCE	1,716.	429.		1,287.
PORTFOLIO EXPENSES - COMMONFUND REALTY INVESTORS, LLC	7,573.	7,573.		0.
SPECIAL EVENTS - COMMUNITY/SOUTHERN STUDIES/EDUCATIONAL	166,236.	0.		166,236.

UNIFORMS	188.	47.	141.
LIBRARY PURCHASES	2,659.	0.	2,659.
EDUCATION & SAFETY	324.	81.	243.
BANK FEES	11.	0.	11.
MOVING EXPENSES	5,812.	0.	5,812.
OTHER EXPENSES	660.	165.	495.
TO FORM 990-PF, PG 1, LN 23	496,136.	76,343.	419,286.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST - NOMINEE - STATEMENT A 2	X		5,665,826.	5,700,004.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,665,826.	5,700,004.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,665,826.	5,700,004.

FORM 990-PF	CORPORATE STOCK	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST - NOMINEE - STATEMENT A1	69,555,695.	81,944,352.
TOTAL TO FORM 990-PF, PART II, LINE 10B	69,555,695.	81,944,352.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST - NOMINEE - STATEMENT A 3	5,005,417.	4,947,391.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,005,417.	4,947,391.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SEE SCHEDULE ATTACHED	4,958,877.	986,942.	3,971,935.
LAND	1,293,951.	0.	1,293,951.
TOTAL TO FM 990-PF, PART II, LN 14	<u>6,252,828.</u>	<u>986,942.</u>	<u>5,265,886.</u>

FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ARTWORK	81,912.	81,912.
OTHER ASSETS	12,855.	12,855.
CONSTRUCTION IN PROGRESS - TRR COBB HOUSE	3,217,985.	2,769,635.
TIMBER - HARDWOOD	208,883.	116,886.
TOTAL TO FORM 990-PF, PART II, LINE 15	<u>3,521,635.</u>	<u>2,981,288.</u>

FORM 990-PF	OTHER NOTES AND LOANS PAYABLE	STATEMENT 16
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LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
CNH CAPITAL	48 MONTHS	N/A

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
10/26/06	10/26/10	11,624.	6.00%	TRACTOR PURCHASE

RELATIONSHIP OF LENDER

N/A

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	11,194.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B		11,194.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 17
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DESCRIPTION	AMOUNT
PAYROLL TAXES PAYABLE	1,703.
SIMPLE IRA PLAN PAYABLE	1,611.
SALES TAX PAYABLE	1.
ACCRUED INCOME - RENTAL	3,400.
TOTAL TO FORM 990-PF, PART II, LINE 22, COLUMN B	6,715.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 18
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMONFUND HEDGE INVESTMENTS	7,000,000.	9,887,173.
COMMONFUND REALTY INVESTMENT, LLC	6,890,801.	9,494,120.
TIMBER	2,233,522.	2,325,522.
LAND	254,913.	381,728.
TOTAL TO FORM 990-PF, PART II, LINE 13	16,379,236.	22,088,543.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 19
 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	162,000.	4,500.	0.
TOM W. BROWN 2859 PACES FERRY RD., NO. 2150 ATLANTA, GA 30339	TRUSTEE/BOARD CHAIRMAN 2.50	12,000.	0.	0.
JOHN WOODHAM 159 E. WESLEY RD. ATLANTA, GA 30305	TRUSTEE 2.50	11,500.	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		209,500.	4,500.	0.

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

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 WATSON-BROWN FOUNDATION, INC.	Employer identification number 23-7097393
	Number, street, and room or suite no. If a P.O. box, see instructions. 310 TOM WATSON WAY	For IRS use only
	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 15, 2007.**
- 5 For calendar year **2006**, 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 20

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	\$ 369,439.
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	\$ 369,439.
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

Notice to Applicant. (To Be Completed by the IRS)

- We **have** approved this application. Please attach this form to the organization's return.
- We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We **cannot consider** this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____

Director _____ By: _____ Date _____

Alternate Mailing Address. Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name STEPHEN M. BERMAN & ASSOC., L.L.C.
	Number and street (include suite, room, or apt. no.) or a P.O. box number 3475 LENOX ROAD, N.E., SUITE 950
	City or town, province or state, and country (including postal or ZIP code) ATLANTA, GEORGIA 30326

623832 05-01-07

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT 20

EXPLANATION

ALL INFORMATION NECESSARY TO PERPARE THE RETURN HAS BEEN RECEIVED WITH THE EXCEPTION OF ASSET VALUES FOR THE YEAR END 12/31/2006. ACCORDINGLY, AN ADDITIONAL EXTENSION OF TIME IS HEREBY REQUESTED TO 11/15/2007.