Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: EDNA SPROULL WILLIAMS FOUNDATION

A Employer identification number: 51-0198606

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: C/O MR. JAMES BURKE, 2046 EVENTIDE ROAD

B Telephone number (see page 10 of the instructions): (904) 287-0101

City or town, state, and ZIP code: SWITZERLAND, FL 32259

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 15,375,823.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____ (Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	22.	22.		ATCH 1
	4 Dividends and interest from securities	412,666.	412,666.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,217,898.			
	b Gross sales price for all assets on line 6a 16,509,400.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-805,210.	412,688.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	120,000.	30,000.		90,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	7,400.	0.	0.	7,400.
	c Other professional fees (attach schedule) *	74,487.	74,487.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	3,144.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	6,248.			6,248.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	211,279.	104,487.	0.	103,648.
	25 Contributions, gifts, grants paid	813,166.			813,166.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,024,445.	104,487.	0.	916,814.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,829,655.			
	b **Net investment income** (if negative, enter -0-)		308,201.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 4 JSA ** ATCH 5 Form **990-PF** (2009)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1 Cash - non-interest-bearing	27,127.	11,535.	11,535.
2 Savings and temporary cash investments	722,245.	2,494,247.	2,494,247.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges ATCH 7	26,342.	12,000.	12,000.
10 a Investments - U S and state government obligations (attach schedule) **	3,100,847.	2,475,734.	2,532,448.
b Investments - corporate stock (attach schedule) ATCH 9	11,323,794.	7,577,652.	7,912,032.
c Investments - corporate bonds (attach schedule) ATCH 10	1,550,554.	2,350,086.	2,413,561.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	16,750,909.	14,921,254.	15,375,823.
Liabilities 17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27 Capital stock, trust principal, or current funds	16,750,909.	14,921,254.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 **Total net assets or fund balances** (see page 17 of the instructions)	16,750,909.	14,921,254.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,750,909.	14,921,254.	

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	16,750,909.
2 Enter amount from Part I, line 27a	2	-1,829,655.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	14,921,254.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,921,254.

**ATCH 8

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 PART IV SCHEDULE			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-1,217,898.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,157,567.	17,984,832.	0.064364
2007	1,047,096.	20,904,286.	0.050090
2006	996,436.	19,916,079.	0.050032
2005	1,088,360.	18,528,681.	0.058739
2004	987,416.	18,230,911.	0.054162

2 **Total** of line 1, column (d)	2	0.277387
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055477
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	14,281,307.
5 Multiply line 4 by line 3	5	792,284.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,082.
7 Add lines 5 and 6	7	795,366.
8 Enter qualifying distributions from Part XII, line 4	8	916,814.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	3,082.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	3,082.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,082.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 12,000.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	12,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	8,918.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 8,918. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ FL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MR. JAMES W. BURKE Telephone no ▶ 904-287-0101

Located at ▶ 2046 EVENTIDE ROAD, SWITZERLAND, FL ZIP + 4 ▶ 32259

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

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.

		Answer	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ 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 page 20 of the instructions)		2b		X
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)*		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 2009?		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)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? — 5b
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X
If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? — 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		120,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 12		74,487.

Total number of others receiving over $50,000 for professional services ▶ NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	14,466,654.
b	Average of monthly cash balances	1b	20,135.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	12,000.
d	**Total** (add lines 1a, b, and c)	1d	14,498,789.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,498,789.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	217,482.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,281,307.
6	**Minimum investment return.** Enter 5% of line 5	6	714,065.

Part XI **Distributable Amount** (see page 25 of the 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	714,065.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,082.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,082.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	710,983.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	710,983.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	710,983.

Part XII **Qualifying Distributions**(see page 25 of the 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	916,814.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	916,814.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	3,082.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	913,732.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					710,983.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20 07 ,20 06 ,20 05					
3 Excess distributions carryover, if any, to 2009					
a From 2004	30,058.				
b From 2005	1,101,006.				
c From 2006	26,888.				
d From 2007	43,642.				
e From 2008	264,613.				
f **Total** of lines 3a through e		1,466,207.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 916,814.					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2009 distributable amount					710,983.
e Remaining amount distributed out of corpus		205,831.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,672,038.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		30,058.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		1,641,980.			
10 Analysis of line 9					
a Excess from 2005	1,101,006.				
b Excess from 2006	26,888.				
c Excess from 2007	43,642.				
d Excess from 2008	264,613.				
e Excess from 2009	205,831.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a 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))

N/A

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

N/A

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

Check here ▶ [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 13				
Total . . . . ▶ **3a**				813,166.
b Approved for future payment				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	22.	
4 Dividends and interest from securities			14	412,666.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,217,898.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-805,210.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -805,210.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Line	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

James W Burke | Trustee | 11/15/2010

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Wendy Biddle	Date 11/10/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00543249
Firm's name (or yours if self-employed), address, and ZIP code	ERNST & YOUNG U.S. LLP 111 MONUMENT CIRCLE, SUITE 2600 INDIANAPOLIS, IN 46204	EIN 34-6565596 Phone no 904-358-2000		

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SHORT TERM GAIN (LOSS)				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
9,829,103.		10317827.					-488,724.	
		LONG TERM GAIN (LOSS)					VAR	VAR
6,680,297.		7,409,471.					-729,174.	
TOTAL GAIN (LOSS)							-1217898.	

Edna Sproull Williams Foundation 51-0198606 December 31, 2009

Capital Gain (Loss) - Supporting Schedules

Sh/Units	Description	Acq Date	Sale Date	Proceeds	Basis	Gain (loss)
Short Term						
1 03	BLACKROCK GNMA INST	6/4/2009	8/3/2009	10 00	10 00	-
640 00	BLACKROCK GNMA INST	6/4/2009	8/3/2009	6,490 00	6,464 00	26 00
271,000 00	BERKSHIRE HATHAWAY 4 75%	2/3/2009	11/17/2009	291,504 00	281,000 00	10,504 00
75,000 00	TARGET CORP 5 87% MAR 01 12	3/3/2009	11/17/2009	82,377 00	78,620 00	3,757 00
272,000 00	FEDERAL NATL MTGE ASSN	2/5/2008	1/15/2009	272,000 00	272,000 00	-
128,000 00	U S TREASURY NOTE	2/5/2008	1/27/2009	129,960 00	129,322 00	638 00
245,000 00	U S TSY 3 875% MAY 15	6/6/2008	2/3/2009	266,169 00	243,564 00	22,605 00
180 00	ALTERA CORP	10/24/2008	4/1/2009	3,088 00	2,957 00	131 00
2,920 00	ALTERA CORP	1/23/2009	4/1/2009	50,095 00	46,413 00	3,682 00
3,350 00	ALTERA CORP	1/23/2009	9/2/2009	62,207 00	53,247 00	8,960 00
1,140 00	ANADARKO PETE CORP	9/2/2009	12/14/2009	68,554 00	61,033 00	7,521 00
3,965 00	CAPITAL ONE FINL	2/6/2009	5/11/2009	109,965 00	58,162 00	51,803 00
1,095 00	CHECK POINT SOFTWARE TECH	6/5/2009	9/3/2009	29,651 00	26,237 00	3,414 00
1,905 00	COOPER INDUSTRIES PLC	12/18/2008	10/7/2009	71,953 00	54,938 00	17,015 00
1,900 00	COMPUTER SCIENCE CORP	3/11/2009	4/1/2009	70,380 00	63,849 00	6,531 00
100 00	EXPRESS SCRIPTS INC	10/15/2008	8/31/2009	7,183 00	5,864 00	1,319 00
70 00	GOLDMAN SACHS GROUP INC	6/5/2009	9/3/2009	11,156 00	10,486 00	670 00
3,855 00	HUDSON CITY BANCORP INC	6/5/2009	11/10/2009	50,366 00	49,652 00	714 00
100 00	MCDONALDS CORP	10/15/2008	9/21/2009	5,607 00	5,255 00	352 00
1,900 00	ROSS STORES INC	10/24/2008	4/1/2009	67,822 00	54,575 00	13,247 00
4,700 00	SYMANTEC CORP	10/29/2008	4/1/2009	71,274 00	70,455 00	819 00
4,245 00	SYMANTEC CORP	10/29/2008	4/13/2009	69,406 00	63,634 00	5,772 00
1,080 00	ACE LIMITED	4/1/2009	7/7/2009	46,473 00	43,087 00	3,386 00
109,000 00	CITIGROUP 4 87% MAY 07 15	2/3/2009	3/11/2009	53,301 00	79,536 00	(26,235 00)
1,365 00	ALLSTATE CORP	9/26/2008	4/1/2009	25,326 00	63,137 00	(37,811 00)
100 00	ALLSTATE CORP	10/15/2008	4/1/2009	1,855 00	3,097 00	(1,242 00)
500 00	APOLLO GROUP INC	4/1/2009	8/31/2009	32,419 00	33,482 00	(1,063 00)
5,950 00	ALTERA CORP	10/24/2008	2/11/2009	90,212 00	97,707 00	(7,495 00)
2,100 00	A T & T INC	12/4/2008	4/1/2009	53,592 00	58,839 00	(5,247 00)
1,600 00	AMGEN INC	11/5/2008	4/1/2009	76,960 00	96,837 00	(19,877 00)
300 00	APPLIED MATERIAL INC	10/15/2008	1/12/2009	2,996 00	3,549 00	(553 00)
3,000 00	ARCHER DANIELS MIDLD	2/13/2009	4/1/2009	83,579 00	86,409 00	(2,830 00)
1,300 00	BMC SOFTWARE INC	5/5/2008	4/1/2009	43,275 00	45,971 00	(2,696 00)
3,625 00	BEST BUY CO INC	2/27/2008	1/20/2009	99,914 00	169,713 00	(69,799 00)
2,780 00	CAPITAL ONE FINL	4/25/2008	3/25/2009	37,349 00	138,549 00	(101,200 00)
1,905 00	CAPITAL ONE FINL	5/5/2008	3/25/2009	25,594 00	105,419 00	(79,825 00)
120 00	CAPITAL ONE FINL	5/5/2008	4/1/2009	1,522 00	6,641 00	(5,119 00)
500 00	CAPITAL ONE FINL	10/15/2008	4/1/2009	6,340 00	19,342 00	(13,002 00)
2,880 00	CAPITAL ONE FINL	2/6/2009	4/1/2009	36,517 00	42,246 00	(5,729 00)
3,025 00	COOPER INDUSTRIES PLC	12/18/2008	2/11/2009	81,392 00	87,237 00	(5,845 00)
1,800 00	COOPER INDUSTRIES PLC	12/18/2008	4/1/2009	46,029 00	51,910 00	(5,881 00)
1,300 00	CONOCOPHILLIPS	6/11/2008	4/1/2009	51,221 00	123,098 00	(71,877 00)
2,100 00	CUMMINS INC	9/26/2008	4/1/2009	53,710 00	96,620 00	(42,910 00)
2,000 00	CUMMINS INC	9/26/2008	4/21/2009	55,134 00	92,020 00	(36,886 00)
100 00	CUMMINS INC	10/15/2008	4/21/2009	2,757	3,086	(329)
2,700 00	DOVER CORP	5/16/2008	4/1/2009	71,223	145,491	(74,268)
345 00	DOVER CORP	6/5/2008	6/5/2009	12,357	18,623	(6,266)
255 00	GAP INC	4/21/2008	4/1/2009	3,392	4,714	(1,322)
200 00	GENERAL ELECTRIC	10/15/2008	4/1/2009	1,976	3,898	(1,922)
100 00	HEINZ HJ CO	10/15/2008	6/22/2009	3,568	4,272	(704)
100 00	KLA TENCOR CORP	10/1/2008	4/1/2009	2,009	2,230	(221)
100 00	LAUDER ESTEE COS INC	10/15/2008	2/4/2009	2,612	3,913	(1,301)
1,300 00	ELI LILLY & CO	1/26/2009	4/1/2009	43,017	49,019	(6,002)
1,200 00	ELI LILLY & CO	1/26/2009	8/11/2009	40,317	45,249	(4,932)
50 00	MEDCO HEALTH SOLUTIONS	6/5/2008	4/1/2009	2,099	2,520	(421)
100 00	PRUDENTIAL FINANCIAL INC	10/15/2008	4/1/2009	1,831	4,776	(2,945)
300 00	PROCTER & GAMBLE CO	10/15/2008	4/1/2009	14,177	18,316	(4,139)
540 00	PROCTER & GAMBLE CO	10/15/2008	6/5/2009	28,781	32,969	(4,188)
760 00	PROCTER & GAMBLE CO	10/15/2008	6/15/2009	38,964	46,401	(7,437)
170 00	PROCTER & GAMBLE CO	10/17/2008	6/15/2009	8,716	10,693	(1,977)
600 00	SYSCO CORPORATION	10/29/2008	4/1/2009	13,512	15,441	(1,929)

Edna Sproull Williams Foundation 51-0198606 December 31, 2009

Capital Gain (Loss) - Supporting Schedules

Sh/Units	Description	Acq Date	Sale Date	Proceeds	Basis	Gain (loss)
1,540 00	SYSCO CORPORATION	10/29/2008	6/16/2009	35,035	39,633	(4,598)
5,400 00	UNUM GROUP	10/15/2008	4/1/2009	68,159	99,696	(31,537)
420 00	UNUM GROUP	10/17/2008	4/1/2009	5,301	6,939	(1,638)
280 00	UNUM GROUP	10/24/2008	4/1/2009	3,534	4,100	(566)
1,100 00	WALMART STORES INC	8/1/2008	4/1/2009	57,582	63,642	(6,060)
2,475 00	XILINX INC	8/13/2008	3/2/2009	41,659	67,642	(25,983)
2,400 00	XILINX INC	8/13/2008	4/1/2009	45,610	65,592	(19,982)
40 00	WELLPOINT INC	10/15/2008	4/1/2009	1,502	1,656	(154)
25,000 00	STANDARD AND POORS DEP RCPT	6/23/2009	9/18/2009	2,309,941	2,235,000	74,941
20,000 00	STANDARD AND POORS DEP RCPT	10/30/2009	12/18/2009	2,142,445	2,109,000	33,445
201,092 35	BLACKROCK GNMA INST	6/4/2009	6/23/2009	2,025,000	2,031,033	(6,033)
9 92	BLACKROCK GNMA INST	6/4/2009	6/24/2009	100	100	-
	TOTAL SHORT TERM			**9,829,103**	**10,317,827**	**(488,724)**

Edna Sproull Williams Foundation 51-0198606 December 31, 2009

Capital Gain (Loss) - Supporting Schedules

Sh/Units	Description	Acq Date	Sale Date	Proceeds	Basis	Gain (loss)
LONG TERM						
198,000 00	BK OF AMERICA CORP 6 25%	2/5/2008	11/17/2009	213,474	207,472	6,002
1,000 00	GENERAL ELECTRIC CO 5%	2/5/2008	11/17/2009	1,069	1,027	42
197,000 00	TARGET CORP 5 87%	2/5/2008	11/17/2009	216,377	204,627	11,750
226,000 00	U S TREASURY BOND	2/17/2006	2/3/2009	267,879	242,375	25,504
53,000 00	U S TREASURY BOND	3/15/2007	2/3/2009	62,821	56,223	6,598
142,000 00	U S TSY 3 5%	2/5/2008	6/24/2009	144,069	143,025	1,044
91,000 00	U S TSY 4 75%	3/15/2007	2/3/2009	108,066	91,827	16,239
279,000 00	U S TSY 4 25%	12/20/2007	2/3/2009	310,408	283,962	26,446
87,000 00	U S TSY 3 375%	12/20/2007	11/17/2009	92,488	86,871	5,617
156,000 00	U S TSY 6 25%	5/17/2007	2/3/2009	198,662	176,179	22,483
1,710 00	ACCENTURE PLC	2/5/2006	9/16/2009	61,971	55,720	6,251
1,440 00	ACCENTURE PLC	2/8/2006	11/9/2009	57,255	46,922	10,333
100 00	ACCENTURE PLC	10/15/2008	11/9/2009	3,976	3,168	808
505 00	AUTOZONE INC	6/14/2007	2/23/2009	71,949	69,400	2,549
275 00	AUTOZONE INC	6/14/2007	4/1/2009	45,331	37,792	7,539
425 00	AUTOZONE INC	6/20/2007	4/1/2009	70,057	58,945	11,112
245 00	AUTOZONE INC	6/20/2007	8/31/2009	36,038	33,980	2,058
290 00	AUTOZONE INC	6/20/2007	11/16/2009	41,337	40,221	1,116
100 00	AUTOZONE INC	10/15/2008	11/16/2009	14,254	10,279	3,975
2,100 00	CSX CORP	8/2/2005	4/1/2009	54,217	48,221	5,996
790 00	CSX CORP	8/2/2005	9/3/2009	32,998	18,140	14,858
2,725 00	CHEVRON CORP	3/5/2002	4/1/2009	183,240	117,911	65,329
175 00	CHEVRON CORP	12/12/2002	4/1/2009	11,768	5,928	5,840
1,800 00	EXPRESS SCRIPTS INC	6/17/2005	4/1/2009	83,790	46,679	37,111
1,880 00	EXPRESS SCRIPTS INC	6/17/2005	8/31/2009	135,047	48,754	86,293
1,130 00	ENSCO INTL INC	10/21/2009	12/23/2009	47,658	47,658	-
1,384 00	EXXON MOBIL CORP	8/19/1991	4/1/2009	94,239	17,299	76,940
2,640 00	EXXON MOBIL CORP	2/7/1992	4/1/2009	179,762	31,572	148,190
376 00	EXXON MOBIL CORP	2/7/1992	4/1/2009	25,602	4,505	21,097
680 00	EXXON MOBIL CORP	2/7/1992	6/5/2009	49,605	8,147	41,458
375 00	EXXON MOBIL CORP	9/25/2006	6/5/2009	27,356	24,313	3,043
825 00	EXXON MOBIL CORP	9/25/2006	10/19/2009	60,763	53,489	7,274
1,440 00	EXXON MOBIL CORP	10/16/2006	10/19/2009	106,059	99,994	6,065
2,200 00	GENERAL ELECTRIC CO	7/8/1992	4/1/2009	21,736	14,092	7,644
3,600 00	GENERAL ELECTRIC CO	10/5/1992	4/1/2009	35,568	22,635	12,933
2,270 00	HEWLETT PACKARD CO	4/7/2005	3/9/2009	57,693	49,602	8,091
3,400 00	HEWLETT PACKARD CO	4/7/2005	4/1/2009	110,264	74,293	35,971
675 00	HEWLETT PACKARD CO	4/7/2005	10/26/2009	32,435	14,749	17,686
2,600 00	JOHNSON AN DJOHNSON	7/17/1997	4/1/2009	136,109	81,819	54,290
1,100 00	LOCKHEED MARTIN CORP	11/29/2005	4/1/2009	75,024	67,068	7,956
1,750 00	MEDCO HEALTH SOLUTIONS INC	4/4/2007	4/1/2009	73,482	65,214	8,268
1,500 00	MCDONALDS CORP	9/19/2003	4/1/2009	82,005	36,065	45,940
2,010 00	OCCIDENTAL PETE CORP	7/18/2005	4/1/2009	113,787	79,103	34,684
290 00	OCCIDENTAL PETE CORP	10/17/2005	4/1/2009	16,417	10,933	5,484
895 00	OCCIDENTAL PETE CORP	10/17/2005	6/5/2009	61,767	33,737	28,030
645 00	TRAVELERS COS INC	9/29/2005	9/16/2009	31,454	28,643	2,811
900 00	WSTN DIGITAL CORP	2/25/2008	12/21/2009	38,877	29,468	9,409
2,260 00	WELLPOINT INC	10/28/2003	4/1/2009	84,841	80,612	4,229
225,000 00	CITIGROUP 4 875	4/11/2007	3/11/2009	110,025	216,475	(106,450)
3,090 00	ALLSTATE CORP	8/16/2006	4/1/2009	57,332	177,487	(120,155)
2,850 00	ACCENTURE PLC	12/15/2005	4/1/2009	78,178	81,881	(3,703)
650 00	ACCENTURE PLC	2/8/2006	4/1/2009	17,830	21,180	(3,350)
1,900 00	AETNA INC	12/2/2004	4/1/2009	45,942	56,326	(10,384)
1,315 00	APPLIED MATERIAL INC	5/2/2007	1/12/2009	13,134	25,540	(12,406)
7,365 00	APPLIED MATERIAL INC	5/21/2007	1/12/2009	73,560	140,960	(67,400)
1,560 00	BMC SOFTWARE INC	5/5/2008	7/8/2009	49,387	55,165	(5,778)
5,300 00	CA INC	9/21/2007	4/1/2009	93,479	137,751	(44,272)
200 00	CHUBB CORP	6/6/2005	4/1/2009	8,380	8,416	(36)
730 00	DOVER CORP	5/16/2008	6/5/2009	26,147	39,336	(13,189)

Edna Sproull Williams Foundation 51-0198606 December 31, 2009

Capital Gain (Loss) - Supporting Schedules

Sh/Units	Description	Acq Date	Sale Date	Proceeds	Basis	Gain (loss)
1,355 00	FOREST LABS INC	11/22/2006	4/1/2009	29,376	67,639	(38,263)
2,045 00	FOREST LABS INC	1/10/2007	4/1/2009	44,335	105,282	(60,947)
6,645 00	GAP INC	2/27/2008	4/1/2009	88,384	134,952	(46,568)
3,830 00	GAP INC	4/21/2008	6/5/2009	63,576	70,809	(7,233)
1,200 00	GENERAL MILLS	1/31/2005	4/1/2009	59,575	63,682	(4,107)
1,320 00	GENERAL MILLS	1/31/2005	5/18/2009	68,939	70,050	(1,111)
625 00	HONEYWELL INTL INC	12/4/2006	4/1/2009	17,569	27,231	(9,662)
875 00	HONEYWELL INTL INC	6/28/2007	4/1/2009	24,597	49,665	(25,068)
1,600 00	HEINZ H J CO	3/29/2007	4/1/2009	53,104	75,619	(22,515)
1,500 00	HEINZ H J CO	3/29/2007	6/22/2009	53,521	70,893	(17,372)
40 00	INTL BUSINESS MACHINES	1/31/2007	4/1/2009	3,874	3,945	(71)
1,460 00	INTL BUSINESS MACHINES	2/13/2007	4/1/2009	141,395	143,489	(2,094)
3,000 00	INTL PAPER CO	9/10/2007	4/1/2009	21,780	103,157	(81,377)
3,520 00	KLA TENCOR CORP	7/9/2007	4/1/2009	70,706	202,574	(131,868)
3,625 00	KROGER CO	12/14/2006	3/2/2009	74,066	87,804	(13,738)
2,300 00	KROGER CO	12/14/2006	4/1/2009	49,256	55,710	(6,454)
3,210 00	LAUDER ESTEE COS INC	6/14/2007	2/4/2009	83,831	149,590	(65,759)
1,400 00	L-3 COMMUNICATIONS HLDGS	8/27/2007	4/1/2009	93,868	139,194	(45,326)
1,270 00	MCKESSON CORPORATION	12/15/2005	4/1/2009	43,777	66,455	(22,678)
1,230 00	MCKESSON CORPORATION	1/3/2006	4/1/2009	42,398	65,355	(22,957)
300 00	MCDONALDS CORP	11/14/2007	4/1/2009	16,401	17,086	(685)
1,970 00	MCDONALDS CORP	11/14/2007	9/21/2009	110,463	112,198	(1,735)
2,500 00	MICROSOFT CORP	12/12/2002	4/1/2009	47,275	68,150	(20,875)
1,700 00	NRG ENERGY INC	12/28/2007	4/1/2009	28,880	73,711	(44,831)
1,594 00	PRUDENTIAL FINANCIAL INC	12/17/2004	4/1/2009	29,180	85,729	(56,549)
530 00	PRUDENTIAL FINANCIAL INC	6/20/2007	4/1/2009	9,702	54,043	(44,341)
5,790 00	PFIZER INC	12/12/2002	4/1/2009	78,917	182,161	(103,244)
1,810 00	PFIZER INC	5/12/2003	4/1/2009	24,670	60,182	(35,512)
11,765 00	QWEST COMM INTL INC	1/20/2006	4/1/2009	42,001	70,215	(28,214)
10,435 00	QWEST COMM INTL INC	2/2/2006	4/1/2009	37,253	64,257	(27,004)
2,300 00	RAYTHEON CO	5/5/2006	4/1/2009	90,260	107,255	(16,995)
2,700 00	SAFEWAY INC	1/12/2006	4/1/2009	55,260	65,846	(10,586)
1,100 00	SUNOCO INC	2/15/2006	4/1/2009	29,149	80,871	(51,722)
855 00	SUNOCO INC	2/15/2006	11/24/2009	21,658	62,859	(41,201)
100 00	SUNOCO INC	10/15/2008	11/24/2009	2,533	2,805	(272)
2,900 00	TRAVELERS COS INC	9/29/2005	4/1/2009	118,807	128,782	(9,975)
2,800 00	VALERO ENERGY CORP	6/24/2005	4/1/2009	50,315	111,224	(60,909)
630 00	VALERO ENERGY CORP	6/24/2005	11/24/2009	10,009	25,025	(15,016)
1,320 00	VALERO ENERGY CORP	7/25/2007	11/24/2009	20,971	93,814	(72,843)
600 00	VALERO ENERGY CORP	10/15/2008	11/24/2009	9,532	10,938	(1,406)
3,300 00	WSTN DIGITAL CORP	2/25/2008	4/1/2009	64,696	108,050	(43,354)
	TOTAL LONG TERM			6,680,297	7,409,471	(729,174)
	TOTAL CAPITAL GAIN (LOSS)					(1,217,898)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - WACHOVIA		22.	22.
	TOTAL	22.	22.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME MERRILL LYNCH	241,058.	241,058.
INTEREST INCOME MERRILL LYNCH	171,608.	171,608.
TOTAL	412,666.	412,666.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	7,400.			7,400.
TOTALS	7,400.	0.	0.	7,400.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	74,487.	74,487.
TOTALS	74,487.	74,487.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
EXCISE TAXES ON INVEST INCOME	3,144.
TOTALS	3,144.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER EXPENSES	6,132.	6,132.
MEETING EXPENSES	116.	116.
TOTALS	6,248.	6,248.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

ATTACHMENT 7

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID FEDERAL TAX		26,342.	12,000.	12,000.
	TOTALS	26,342.	12,000.	12,000.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT	3,100,847.	2,475,734.	2,532,448.
US OBLIGATIONS TOTAL	3,100,847.	2,475,734.	2,532,448.

Edna Sproull Williams Foundation 51-0198606 December 31, 2009

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
U. S. Government Obligations			
United States Treasury Nts 5 0% Due 8/15/11	81,862	81,544	86,366
United States Treasury Bond 5 25% 11/15/28	242,427	-	-
United States Treasury Note 4.375% 12/15/10	144,193	143,750	152,474
United States Treasury Bond 4.75% 2/15/37	56,233	-	-
United States Treasury Note 4 25% 11/15/17	284,010	-	-
United States Treasury Note 3 375% 11/30/12	284,577	197,706	207,961
United States Treasury Bond 6 25% 8/15/23	176,274	-	-
Federal National Mort Assoc 5 375% Due 6/01/17	233,527	231,652	238,381
Fed Home Loan Mtg Corp 4 875% 11/15/13	242,211	240,653	256,085
Federal National Mort Assoc 5 25% 1/15/09	272,290	-	-
United States Treasury Note 5 5% 5/15/09	129,702	-	-
United States Treasury Note 3 5% 12/15/09	144,121	-	-
United States Treasury Note 4.125% 8/15/10	207,172	202,774	204,680
United States Treasury Bond 4.75% 2/15/37	91,828	-	-
United States Treasury Note 4.375% 12/15/10	206,058	203,001	207,320
United States Treasury Note 3.875% 5/15/18	243,564	-	-
Federal National Mort Assoc 3 625 8/15/11	29,203	29,127	30,215
Federal National Mort Assoc	31,595	31,373	32,298
Fed Nat'l Mort Assoc Global Notes 4 75% 9/15/12	-	270,649	273,090
Fed Nat'l Mort Assoc	-	124,749	126,371
Fed Nat'l Mort Assoc	-	8,618	8,568
Fed Home Loan Mtg Corp	-	87,820	88,645
Fed Nat'l Mort Assoc	-	93,069	93,135
Fed Home Loan Mtg Corp	-	7,749	7,660
United States Treasury Note	-	101,788	101,294
United States Treasury Note	-	90,139	90,059
United States Treasury Note	-	81,011	80,855
Unoted States Treasury Note 1 375% 11/15/12	-	211,587	209,483
Federal Nat'l Mort Assoc	-	36,975	37,508
U. S. Government Obligations	**3,100,847**	**2,475,734**	**2,532,448**

EDNA SPROULL WILLIAMS FOUNDATION 51-0198606

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT		11,323,794.	7,577,652.	7,912,032.
	TOTALS	11,323,794.	7,577,652.	7,912,032.

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Corporate Stock			
Apollo Group Inc	-	60,268	54,522
Ace Limited	-	52,619	58,212
Accenture Ltd	208,872	-	-
Aetna Inc	139,883	83,558	60,864
AES Corp	-	112,058	101,024
All State Corp	243,721	-	-
Altera Corp	100,663	-	-
Amgen Inc	190,043	93,206	87,118
Applied Material Inc	170,049	-	-
A T & T Inc	108,992	50,153	50,174
Archer Daniles Midland	-	111,946	122,266
Autozone Inc	250,617	-	-
Blackrock GNMA Inst	-	2,043,041	2,038,388
BMC Software Inc	158,825	82,541	94,836
Best Buy Co Inc	169,713	-	-
CA inc	293,960	156,208	135,412
Capital One Financial	269,951	-	-
Checkpoint Software Tech	-	47,203	66,744
Chevron Corp	241,275	117,436	202,484
Chubb Corp	112,592	104,175	120,245
Coca Cola Enterprises	-	54,875	65,402
Computer Science Corp	-	72,754	124,552
Conagra Foods Inc	-	60,347	69,381
Conocophillips	255,468	132,370	76,094
Cooper Indstrs Ltd	194,084	-	-
CSX Corp	105,517	39,156	74,190
Cummins Inc	191,727	-	-
Darden Restaurants Inc	-	74,865	75,576
Discover Finl Svcs	-	64,566	60,752
Dover Corp	300,368	96,917	79,891
Ensco Intl Ltd	-	55,291	45,132
Express Scripts Inc	101,297	-	-
Exxon Mobil Corp	338,960	99,642	103,308
Family Dollar stores	-	77,600	69,575
Flowserve Corp	-	57,743	55,300
Forest Laboratories Inc	315,046	142,125	124,587
Gap Inc	271,566	85,594	97,103
Garmin Ltd	-	80,294	77,211
General Elect Co	40,625	-	-
General Mills Inc	133,731	-	-
Goldman Sachs Group Inc	-	130,601	148,579
Heinz HJ Co	150,784	-	-
Hewlett Packard Co	197,227	58,583	129,548
Honeywell International Inc	173,574	96,677	68,600
IBM Corp	286,741	159,886	211,404
International Paper Co	188,423	85,267	74,850

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
Johnson & Johnson	227,722	145,903	203,536
KLA Tencor Corp	204,804	-	-
Kroger Co	205,820	62,306	52,659
L-3 Communications Hldgs	279,927	140,733	114,253
Lauder Estee Cos Inc	153,503	-	-
Lockheed Martin Corp	165,618	98,551	66,911
Marathon Oil Corp	-	53,090	59,318
McDonalds Corp	170,604	-	-
McKesson Corp	146,157	72,372	120,625
Medco Health Solutions Inc	146,092	112,645	141,561
Microsoft Corp	126,640	155,448	165,202
Nabors industries Ltd	-	66,671	68,078
NRG Energy Inc	156,428	119,629	79,920
Northrop Grumman Corp	-	110,337	128,455
Occidental Petroleum	176,845	53,073	106,975
Pfizer	490,331	247,988	164,528
Pride Intl Inc	-	99,007	94,454
Procter & Gamble Co	108,380	-	-
Prudential Financial Inc	144,548	-	-
Qwest Communication International	207,134	124,844	106,409
Raytheon Co	222,555	115,300	130,088
Ross Stores Inc	107,570	81,537	109,551
Safeway Inc	126,215	60,369	53,225
Sunoco Inc	146,535	-	-
Symantec Corp	134,089	-	-
Sysco Corp	111,435	56,361	61,189
TJX Cos Inc	-	94,419	92,654
Texas Instruments	-	66,459	75,313
Travelers Cos Inc	285,541	128,116	127,392
Unum Group	213,733	102,997	127,368
Verizon Communications Corp	-	66,319	73,715
Valero Energy Corp	241,001	-	-
Walmart Stores	130,466	66,824	61,735
WellPoint Inc	155,702	73,434	111,916
Western Digital Corp	225,960	88,443	121,634
Xilinx Inc	208,145	74,912	70,044
Corporate Stock	**11,323,794**	**7,577,652**	**7,912,032**

EDNA SPROULL WILLIAMS FOUNDATION 51-0198606

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT		1,550,554.	2,350,086.	2,413,561.
	TOTALS	1,550,554.	2,350,086.	2,413,561.

Edna Sproull Williams Foundation 51-0198606 December 31, 2009

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Corporate Bonds			
Citigroup 4 875% 5/7/15	216,475	-	-
Goldman Sachs Group Inc 5.35% 1/15/16	228,214	228,214	240,971
A T & T Inc 5.5% 2/1/18	195,875	195,875	206,597
Bank of America Corp 6 25% 4/15/12	210,748	-	-
General Electric Co 5.0% 2/1/13	206,855	204,252	210,534
JP Morgan Chase 5.125% 9/15/14	218,190	217,846	227,828
Pepsico Inc 5 0% 6/1/18	66,785	66,785	72,676
Targeet Corp 5.875% 3/1/12	207,412	-	-
A T & T Inc	-	73,318	77,213
BP Capital Markets 3 875% 3/10/15	-	168,721	173,632
BP Capital Markets	-	111,059	108,905
General Electric Co	-	80,842	84,637
Citigroup Funding Inc 2 25% 12/10/12	-	212,136	209,633
Cisco Systems Inc 4 45% 1/15/20	-	283,485	275,655
Goldman Sachs Group Inc	-	80,237	93,481
Pepsico Inc	-	62,276	61,256
JP Morgan Chase	-	90,065	99,148
Verizon Communications 6 35% 4/1/19	-	274,975	271,395
Corporate Bonds	**1,550,554**	**2,350,086**	**2,413,561**

EDNA SPROULL WILLIAMS FOUNDATION 51-0198606

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SUSAN W. BRODEUR C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0.	0.
JAMES W. BURKE C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 5.00	20,000.	0.	0.
EDWARD MCCARTHY, JR. C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0.	0.
CHARLES WILLIAMS, III C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0.	0.
DAVID F. WILLIAMS C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PATRICK M. WILLIAMS C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0.	0.
	GRAND TOTALS	120,000.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MERRILL LYNCH 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	INVESTMENT ADVISORY	74,487.
TOTAL COMPENSATION		74,487.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT	NONE 501(C)(3) ORG	FURTHER THE CHARITABLE GOALS OF THE DONEE ORGANIZATION	813,166
		TOTAL CONTRIBUTIONS PAID	813,166

Edna Sproull Williams Foundation 51-0198606 December 31, 2009

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Baptist Foundation 1320 Hendricks Ave, Suite 2 Jacksonville, F1987L 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission	20,000
Christian Healing Ministries, Inc P.O. Box 9520 Jacksonville, Florida 32208	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to complete its religious and charitable works	20,000
Community Connections PO Box 41086 Jacksonville, FL 32203	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to strengthen homeless & low income families to enable them to achieve self-sufficiency and become productive members of the community.	20,000
Daniel, Inc 4203 Southpoint Blvd Jacksonville, FL 32216	None	501(c)(3) Organization 509(a)(3) Type 1	Provide funding to enable the organization to further its mission to improve the lives of youth and help them become responsible members of society.	15,000
Downtown Ecumenical Council 215 Ocean St. Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission	25,000
East-West Ministries 4450 Sojourn Drive, Suite 100 Addison TX 75001-5043	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to reach those people groups where less than 2% of the group has heard of Christ	10,000
Family First (Florida Family Council) 5211 W. Laurel Street Tampa, FL 33607	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission	20,000
Family Nurturing Center 1221 King St Jacksonville, FL 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to continue to develop and maintain a multifaceted supervised visitation & parent education center for children currently placed in foster care	10,000
Grace Episcopal Church 15102 Amberly Dr Tampa , FL 33647	None	501(c)(3) Organization Church	Provide funding to enable the organization to further its mission relating to providing support for Autistic children	10,000

Edna Sproull Williams Foundation 51-0198606 December 31, 2009

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Gleaners Dispatch 8207 103RD St Jacksonville , FL 32210	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to support organizations mission of gathering and distributing food to needy people at no charge	5,000
Fresh Ministries 1131 North Laura Street Jacksonville, Florida, U S A 32206	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to ensure all people have access to the community components necessary for children, families and communities to grow and thrive	33,334
Girl Scouts 1000 Shearer Street Jacksonville, FL 32205	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to build girls of courage, confidence, and character who make the world a better place.	20,000
Gordon-Conwell Theological Seminary 130 Essex Street South Hamilton, MA 01982	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide graduate theological education	10,000
Greenwood School 9920 Regency Square Blvd Jacksonville, FL 32225	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	12,000
Healing Touch 952 Bridle Ln Rockledge , FL 32955	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission	10,000
Here's Life Inner City Jacksonville 5860 Mt Carmel Terrace Jacksonville, Florida 32216	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission	10,000
Hope Haven 4600 Beach Blvd Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide excellence in educational, psychological & therapeutic services for children, young adults and families with special needs	10,000
Hubbard House PO Box 4909 Jacksonville, FL 32201	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of breaking the cycle of domestic violence in Northeast Florida	5,000
Inn Ministry 1720 Hamilton St Jacksonville, FL 32210	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of providing housing for unwed mothers	10,000

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Intervarsity Christian Fellowship PO Box 7895 Madison, WI 53707-7895	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of pioneer evangelical student witness in countries where there was none.	5,000
Jacksonville Community Council Inc 2434 Atlantic Boulevard, Suite 100 Jacksonville, Florida 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of involving citizens productively in the public life of the community	5,000
Jacksonville Symphony Association 300 West Water Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to encourage and expand musical appreciation in the community	10,000
Jacksonville University 2800 University Boulevard North Jacksonville, FL 32211-3394	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	25,000
Jacksonville Zoo 370 Zoo Pkwy Jacksonville, FL 32218	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of operating the zoological park, exhibiting wild animals, & promoting the study and understanding of zoology and natural history	10,000
Leadership Jacksonville 4040 Woodcock Dr Ste 155 Jacksonville, FL 32207	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to develop community leaders	6,550
Local Initiatives Support Corp 10 West Adams St Suite 100 Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of helping nonprofit community development organizations transform distressed neighborhoods into healthy & sustainable communities	20,000
MaliVai Washington Kids Foundation 1096 W 6th Street Jacksonville, FL 32209	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of utilizing tennis as a catalyst to provide other afterschool activities for youth including tutoring & homework assistance & character development	5,000
Mayo Foundation 4500 San Pablo Road Jacksonville, FL 32224	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of providing the best care to every patient every day through integrated clinical practice, education and research	10,000
Murray Hill Ministries 932 Edgewood Ave. S. Jacksonville, FL 32205	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of Evangelism	7,500

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Pine Castle 5933 Randolph Drive Orlando, Florida 32809	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of providing a center for training in the field of mental disabilities	33,334
Prisoners of Christ 1715 Boulevard Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide Christian ministry & financial assistance to men release from prison	10,000
Riverside Fine Arts Association 1100 Stockton Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	7,500
Salvation Army 15 E Church St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of improving the economic, physical, and spiritual well being of the poor in developing countries	20,000
Seamark Ranch 1 San Jose Place, Suite 31 Jacksonville, Florida 32257	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide a Christ-centered children's home committed to sharing gospel, hope, healing for abused, abandoned, orphaned & homeless children	33,334
SOS 6974 Wilson Blvd Jacksonville, FL 32210	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to changing today's youth culture by teaching life skills to avoid premarital sex, drugs and alcohol	10,000
St Mary's Outreach Ministry 4129 Oxford Avenue Jacksonville, FL 32210	None	501(c)(3) Organization Church	Provide funding to enable the organization to further its mission to provide ministry services	7,500
Sulzbacher Center Medical Clinic 611 East Adams Street Jacksonville, Florida 32202-2847	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to empower homeless and at-risk men, women and children to achieve a better life through a full range of services,	25,000
TLC2, Inc 1366 Half Moon Trail Jacksonville, FL 32223	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to ensure that each middle school student has the necessary skills to make positive, active choices	10,000
Theatre Works, Inc 630 May Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	5,000

Edna Sproull Williams Foundation **51-0198606** **December 31, 2009**

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
The Bridge of Northeast Florida Inc. 1824 Pearl Street Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to create a healthy environment that generates hope for children & families, empowering them to develop as responsible members of society	20,000
The Sanctuary 4751 Walgreen Rd Jacksonville, FL 32209	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to create self sufficient adults by providing nurturing relationships, academic support and a safe and enriching environment	3,780
The Schultz Center 4019 Boulevard Center Drive Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to raise student achievement through a high quality, comprehensive system of professional development for teachers & principals	33,334
Tree Hill, Inc 7152 Lone Star Road Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide environmental education	5,000
United Way 1300 Riverplace Blvd Ste 500 Jacksonville, FL	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide funding to community based organizations in need	20,000
University of Florida Foundation P O Box 14425 Gainesville, FL 32604	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide education	20,000
Volunteers in Medicine 41 E Duval St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to serve the working uninsured & their families by providing access to free, high quality primary and preventive health care services	10,000
WJCT 100 Festival Park Avenue Jacksonville, Florida 32202-1397	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide membership supported television & radio audiences with non commercial education, cultural and civic programming	10,000
YMCA of Florida's First Coast 12735 Gran Bay Pkwy W, Suite 250 Jacksonville, FL 32258	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to meet the health and social service needs of 16.9 million men, women and children	50,000
Young Life PO Box 2173 Jacksonville , FL 32203-2173	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of introducing adolescents to Jesus Christ and helping them grow in their faith	30,000

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Catholic Diocese of St. Augustine 11625 Old St Augustine Rd Jacksonville , FL 32258	None	501(c)(3) Organization 509(a)(3) Type 1	Provide funding for Disabled Children's camps run by the diocese	10,000
International Cooperating Ministries 606 Aberdeen Road Hampton, VA 23661	None	501(c)(3) Organization Public Charity church	Provide funding to enable the organization to further its mission of nurturing believers and assisting church growth worldwide	25,000
Jacksonville Community Foundation 245 Riverside Ave Suite 310 Jacksonville , FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of stimulating philanthropy to build a better community	10,000
Junior Achievement of Jacksonville 4049 Woodcock Dr , Ste 200 Jacksonville , FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to educate and inspire young people to value free enterprise, business and economics to improve the quality of their lives.	5,000
Lutheran Social Services 4615 Phillips Hwy Jacksonville , FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of providing social welfare to those in need.	10,000
Mercy Ships Inc P.O Box 2020 Garden Valley, Texas 75771-2020	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to operated a fleet of hospital ships in developing nations since 1978 Mercy Ships brings hope and healing to the poor, mobilizing people and resources worldwide	10,000
TOTAL				813,166

FEDERAL FOOTNOTES

PART VII B QUESTION 4 THE FOUNDATION PAYS ITS TRUSTEES A FEE OF $20,000 PER YEAR, THIS FEE IS FOR THE SERVICE TO THE TRUST AND IS A REASONABLE LEVEL OF COMPENSATION FOR TRUSTEES OF A FOUNDATION OF THIS SIZE.