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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation****2009**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 2009, or tax year beginning , 2009, and ending**

**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 <b>THE M.V. WILLIAMS FOUNDATION, INC.</b>		<b>A</b> Employer identification number <b>73-1464753</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see the instructions) <b>(405) 879-2000</b>
	City or town	State ZIP code	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
	<b>OKLAHOMA CITY</b>	<b>OK 73112</b>	<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>993,088.</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	17,291.	17,291.		
	5a Gross rents				
	b Net rental income (or loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-94,948.			
	b Gross sales price for all assets on line 6a	344,346.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	-77,162.	17,786.			
<b>ADMINISTRATIVE EXPENSES</b>	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) <b>ATTM 6</b>	8,460.	8,460.		
	17 Interest				
	18 Taxes (attach schedule) <b>ATTM 6</b>	-696.	256.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	7,764.	8,716.		
	25 Contributions, gifts, grants paid	27,800.			27,800.
26 Total expenses and disbursements. Add lines 24 and 25	35,564.	8,716.		27,800.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-112,726.				
b Net investment income (if negative, enter -0-)		9,070.			
c Adjusted net income (if negative, enter -0-)					

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

ASSETS

1	Cash — non-interest-bearing			
2	Savings and temporary cash investments	51,801.	6,090.	6,090.
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 the instructions)			
7	Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments — U.S. and state government obligations (attach schedule)			
b	Investments — corporate stock (attach schedule) ATTM 3	550,142.	731,371.	820,572.
c	Investments — corporate bonds (attach schedule)			
11	Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
12	Investments — mortgage loans			
13	Investments — other (attach schedule) ATTM 4	427,242.	179,488.	166,203.
14	Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
15	Other assets (describe ATTM 4)	713.	223.	223.
16	<b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)	1,029,898.	917,172.	993,088.

LIABILITIES

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe)			
23	<b>Total liabilities</b> (add lines 17 through 22)			

NET ASSETS OR FUND BALANCES

	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>	<input type="checkbox"/>			
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>	<input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		1,029,898.	917,172.	
30	<b>Total net assets or fund balances</b> (see the instructions)		1,029,898.	917,172.	
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)		1,029,898.	917,172.	

**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	1,029,898.
2	Enter amount from Part I, line 27a	2	-112,726.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	917,172.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30</b>	6	917,172.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE ATTM 1				
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			-94,948.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-94,948.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	-94,948.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-            in Part I, line 8         </div>		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 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 (column (b) divided by column (c))
2008	43,441.	1,127,710.	0.038521
2007	67,257.	1,318,325.	0.051017
2006	67,066.	1,248,408.	0.053721
2005	46,525.	1,190,176.	0.039091
2004	58,975.	1,119,760.	0.052668

2 Total of line 1, column (d)	2	0.235018
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	0.047004
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	836,932.
5 Multiply line 4 by line 3	5	39,339.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	91.
7 Add lines 5 and 6	7	39,430.
8 Enter qualifying distributions from Part XII, line 4	8	27,800.

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 the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	181.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	181.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	181.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	307.	
b Exempt foreign organizations – tax withheld at source	6b		
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	307.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	126.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	126.	Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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 <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) OK - Oklahoma		
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	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)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>G. RAINEY WILLIAMS, JR.</u> Telephone no <u>(405) 879-2000</u> Located at <u>5400 N GRAND BLVD, SUITE 200, OKLAHOMA CITY, OK</u> ZIP + 4 <u>73112</u>			
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 <u>15</u> <u>N/A</u>			

**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
<b>1a</b> 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the 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>b</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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
<b>c</b> 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
<b>2</b> 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))		
<b>a</b> 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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</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 the instructions)	2b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>3a</b> 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>b</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	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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

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**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 instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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?

N/A

☐ 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 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 N/A

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

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

(a) Name and address	(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
G. RAINEY WILLIAMS, JR. 5400 N GRAND BLVD, #200 OKC OK 73112	PRESIDENT	0.50	0.	0.
MARTHA V. WILLIAMS 5400 N GRAND BLVD, #200 OKC OK 73112	VICE-PRESIDENT	0.00	0.	0.
LUCY A. BROWN 5400 N GRAND BLVD, #200 OKC OK 73112	SECY-TREAS	1.00	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(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

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 instructions). 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

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
<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> NONE	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	791,857.
<b>b</b> Average of monthly cash balances	<b>1b</b>	57,208.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	612.
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	849,677.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	849,677.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	12,745.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	836,932.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	41,847.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	41,847.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	181.	
<b>b</b> Income tax for 2009 (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b	<b>2c</b>		181.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>		41,666.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b> Add lines 3 and 4	<b>5</b>		41,666.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>		41,666.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	27,800.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	27,800.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	27,800.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				41,666.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	13,144.			
c From 2006	67,066.			
d From 2007	67,257.			
e From 2008	43,441.			
f Total of lines 3a through e	190,908.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 27,800.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)	27,800.			
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )	41,666.			41,666.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	177,042.			
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	177,042.			
10 Analysis of line 9.				
a Excess from 2005	0.			
b Excess from 2006	38,544.			
c Excess from 2007	67,257.			
d Excess from 2008	43,441.			
e Excess from 2009	27,800.			



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year SEE ATTM 2				27,800.
<b>Total</b>				<b>3 a</b> 27,800.
<i>b</i> Approved for future payment				
<b>Total</b>				<b>3 b</b>



<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

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

[illegible]

**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

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.

SIGN HERE	Signature of officer or trustee <u>X <i>Rory Kelly</i></u>		Date <u>11/9/10</u>		Title <u>President</u>	
	Paid Preparer's Use Only	Preparer's signature <u><i>Natalie A Bonney</i></u>		Date <u>11-9-10</u>		Check if self-employed <input type="checkbox"/>
		Preparer's identifying number (See Signature in the instrs)		EIN <u>                    </u>		
	Firm's name (or yours if self-employed), address, and ZIP code <u>HSPG AND ASSOCIATES</u> <u>5400 NORTH GRAND BLVD STE 330</u> <u>OKLAHOMA CITY OK 73112</u>		Phone no <u>(405) 844-9995</u>			

THE M V WILLIAMS FOUNDATION, INC  
 EIN 73-1464753  
 FORM 990-PF  
 12/31/2009

Part IV. Capital Gains and Losses for Tax on Investment Income.

Property sold	P/D	Date	Date	Sales Price	Cost or	Gain or
		Acquired	Sold		Other Basis	(Loss)
166 SH AMAZON LOT 1	P	Oct 27 08	Jul 10 09	12,878	8,500	4,378
22 SH AMAZON LOT 2	P	Nov 26 08	Jul 10 09	1,707	954	753
583 SH SECTOR SPDR HEALTH	P	Sep 24 08	Feb 3 09	15,760	17,844	-2,084
306 SH SPDR KBW BANK ETF LOT 1	P	Mar 13 08	Feb 9 09	4,820	12,103	-7,283
584 SH SPDR KBW BANK ETF LOT 2	P	Mar 27 08	Feb 9 09	9,198	23,298	-14,100
115 SH V F CORP	P	Nov 19 08	Sep 24 09	8,149	4,725	3,424
206 SH VARIAN MED SYSTEMS	P	Nov 11 08	Jul 23 09	7,124	8,836	-1,712
275 SH ABBOTT LABS LOT 1	P	Sep 4 02	Mar 10 09	12,853	10,029	2,824
265 SH ABBOTT LABS LOT2_SLD#1	P	Jul 25 03	Mar 10 09	12,385	10,330	2,055
68 SH BAXTER INTERNATIONAL LT 1	P	Oct 23 08	Nov 20 09	3,700	4,075	-375
79 SH BAXTER INTERNATIONAL LT2	P	Nov 10 08	Nov 20 09	4,299	4,776	-477
293 SH CARNIVAL CORP	P	Feb 25 08	Nov 19 09	9,325	12,252	-2,927
160 SH CONOCOPHILLIPS LOT 3	P	Mar 3 00	Aug 21 09	7,024	3,687	3,337
341 SH CVS CAREMARK CORP	P	Oct 3 07	Dec 15 09	10,797	13,098	-2,301
2,389 59 SH FORWARD SM CAP EQUITY FD	P	May 25 05	Nov 9 09	34,528	41,925	-7,397
395 SH GENERAL ELECTRIC LOT 3	P	Jul 25 03	Feb 24 09	3,559	10,831	-7,272
335 SH GENERAL ELECTRIC LOT 5	P	Oct 19 05	Feb 24 09	3,018	11,407	-8,389
35 SH GENERAL ELECTRIC LOT 6	P	Jan 17 06	Feb 24 09	315	1,226	-911
111 SH GENERAL ELECTRIC LOT 7	P	Feb 1 06	Feb 24 09	1,000	3,634	-2,634
359 SH HONDA MOTOR CO LOT 1_SLD#1	P	May 24 05	Apr 14 09	9,823	8,900	923
191 SH ISHARES SMALL CAP LT 1	P	Oct 19 05	Feb 25 09	6,646	10,291	-3,645
610 SH ISHARES SMALL CAP LT 2_S#1	P	Jan 10 08	Feb 25 09	21,227	37,599	-16,372
279 SH ISHARES TRUST DOW JONE_S#1	P	May 25 05	May 4 09	11,829	12,914	-1,085
191 SH KIMBERLY CLARK CORP	P	Apr 22 08	Sep 25 09	11,023	12,298	-1,275
250 SH PEPSICO INC LOT 1_SLD#1	P	May 25 05	Jan 15 09	12,599	14,205	-1,606
196 SH RAYTHEON CO	P	Jan 17 08	Nov 18 09	9,859	12,267	-2,408
434 SH SECTOR SPDR TECH SELECT	P	May 25 05	Jul 9 09	7,554	8,710	-1,156
1,771 SH SECTOR SPDR TECH SELEC_S#1	P	May 25 05	Apr 20 09	29,089	35,544	-6,455
518 SH SECTOR SPDR UTIL LT 1	P	May 25 05	Sep 17 09	15,469	15,421	48
535 SH SECTOR SPDR UTIL LT 1_S#1	P	May 25 05	Sep 3 09	15,364	15,927	-563
216 SH SECTOR SPDR UTIL LT 2_S#1	P	Mar 6 06	Sep 17 09	6,450	6,845	-395
414 SH SECTOR TECH LOT 2	P	Oct 19 05	Jul 9 09	7,206	8,243	-1,037
973 SH SPDR KBW REGIONAL BKING	P	Jan 30 08	Mar 13 09	17,768	36,599	-18,831
				<u>344,345</u>	<u>439,293</u>	<u>-94,948</u>

THE M.V. WILLIAMS FOUNDATION, INC.

EIN 73-1464753

FORM 990-PF 12/31/09

## Part XV Supplementary Information

## 3a Contributions paid during the year:

Recipient's name and address			Purpose	Amount
All Souls Episcopal Church 6400 N. Pennsylvania Oklahoma City, OK 73116	N/A	N/A	General	7,000
Allied Arts Foundation 1015 N. Broadway, Suite 200 Oklahoma City, OK 73102	N/A	N/A	General	3,000
Animal Rescue Friends 1009 N.W. 75th Street Nichols Hills, OK 73116	N/A	N/A	General	200
Jesus House P.O. Box 60369 Oklahoma City, OK 73146	N/A	N/A	General	1,000
National Multiple Sclerosis - Oklahoma Chapter 6051 N. Brookline, Suite 121 Oklahoma City, OK 73112	N/A	N/A	General	1,000
Oklahoma City Museum of Art 415 Couch Drive Oklahoma City, OK 73102-9981	N/A	N/A	General	1,000
Oklahoma Council of Public Affairs 1401 N. Lincoln Blvd. Oklahoma City, OK 73104	N/A	N/A	General	1,000
Regional Food Bank P.O. Box 270968 Oklahoma City, OK 73137	N/A	N/A	General	1,000
Shiloh Summer Camp 601 N.E. 63rd Street Oklahoma City, OK 73105	N/A	N/A	General	100



THE M.V. WILLIAMS FOUNDATION, INC.

EIN 73-1464753

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## Part XV Supplementary Information

## 3a Contributions paid during the year:

Recipient's name and address			Purpose	Amount
Southwest Wildlife Foundation 8711 E. Pinnacle Peak Road Scottsdale, AZ 85255	N/A	N/A	General	2,500
The Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002	N/A	N/A	General	1,000
The Nature Conservancy-AZ Chapter 7600 N. 15th Street, Suite 100 Phoenix, AZ 85020	N/A	N/A	General	2,500
United Way P.O. Box 837 Oklahoma City, OK 73101	N/A	N/A	General	3,625
University of Oklahoma Foundation, Inc. 100 Timberdell Road Norman, OK 73019-0685	N/A	N/A	General	2,500
YMCA of Greater Oklahoma City 500 N. Broadway, Suite 500 Oklahoma City, OK 73102-6298	N/A	N/A	General	375
Totals				<u>27,800</u>

THE M.V. WILLIAMS FOUNDATION, INC.

EIN 73-1464753

FORM 990-PF 12/31/09

## Part II Balance Sheets

## Line 10b Investments--Corporate Stock

Corporate Stock	Beg. of Yr	End of Year	
	Book Value	Book Value	FMV
3M Company		11,254	15,377
AT&T	12,642	12,642	8,914
Abbott Laboratories Illinois	30,399	10,039	14,037
Amazon	9,454		
American Financial Corp		7,609	9,306
Amgen		12,385	12,955
Bank of New York Mellon	23,924	23,924	19,523
Baxter International	8,851		
Becton Dickinson	13,397	15,214	14,747
Berkley Corp		11,815	12,123
CVS Caremark Corp	13,097		
Canon Inc	10,452	10,452	12,358
Carnival Corp	12,252		
Charles Schwab Corp		6,773	8,601
Chevron	12,133	12,133	15,552
China Unicom		15,565	14,670
Chubb Corp		7,970	9,787
Cisco Systems Inc	8,586	14,210	13,789
Coalgate Palmolive	13,123	13,123	15,033
Comcast Corp		12,031	13,690
Conocophillips	3,687		
Continental Airlines		14,729	19,766
Devon Energy	25,370	25,370	24,108
Disney Walt Co	19,853	19,853	24,736
Du Pont EI De Nemour	11,968	11,968	8,687
Eaton Corp		7,112	10,497
Ecolab Inc.	12,205	12,205	11,323
EMC Corp		10,864	14,343
Encore Acquisition	13,418	13,418	18,680
Entergy Corp		9,074	9,330
EOG Resources		7,458	12,162
EQT Corp		13,325	14,318
Exxon Mobil Corp		7,407	7,365

THE M.V. WILLIAMS FOUNDATION, INC.

EIN 73-1464753

FORM 990-PF 12/31/09

## Part II Balance Sheets

## Line 10b Investments--Corporate Stock

Corporate Stock	Beg. of Yr	End of Year	
	Book Value	Book Value	FMV
Fedex Corp		12,793	12,935
FMC Corp		9,012	11,041
General Electric Co	27,098		
Harsco Corp	8,999	10,423	12,344
Honda Motor Co Ltd	21,587	12,687	17,153
Kimberly Clark Corp	12,298		
Lowes Companies Inc		14,467	15,648
Marathon Oil		5,682	5,682
McKesson Corp		11,351	17,625
Medcohealth Solutions		10,916	16,041
News Corp CL A		8,838	10,281
Northern Trust Corp		11,570	10,690
Novartis	23,644	23,645	24,167
Oracle Corporation	8,699	8,699	9,223
Paychex Inc	18,678	18,678	14,769
Pepsico Incorporated	23,284	9,079	9,728
Procter & Gamble	21,591	21,592	23,949
Qualcomm		7,115	8,049
Raymond James Financial		10,713	15,522
Raytheon Co	12,267		
Safeway	13,210	13,210	7,899
Southwest Airlines	8,975	15,545	20,083
St Jude Medical Inc		7,428	7,577
Starbucks	9,099	10,606	18,702
Sysco Corp	12,171	15,191	14,920
TD Ameritrade	12,618	12,618	15,756
Telefonica Spon Adr	13,599	14,885	15,785
Travelers		8,757	9,174
Treehouse Foods Inc		6,974	10,142
Unilever PLC		13,715	15,535
United Health Group		13,571	14,204
VF Corp	4,725		
Varian Med Systems	8,836		

THE M.V. WILLIAMS FOUNDATION, INC.

EIN 73-1464753

FORM 990-PF 12/31/09

## Part II Balance Sheets

## Line 10b Investments--Corporate Stock

Corporate Stock	Beg. of Yr	End of Year	
	Book Value	Book Value	FMV
Verizon Communications	12,381	17,072	14,975
Wal-Mart Stores Inc	12,656	15,702	15,019
Williams Sonoma	8,916	8,915	20,177
	550,142	731,371	820,572

THE M.V. WILLIAMS FOUNDATION, INC.

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FORM 990-PF 12/31/09

## Part II Balance Sheets

## Line 13 Investments--Other

	Beg. of Yr	End of Year	
	Book Value	Book Value	FMV
<u>Mutual Funds</u>			
Forward Hoover Mini Cap	41,925		
Ishares Tr S&P Small Cap	112,244	99,983	94,118
Ishares Tr Dow Jones US Tech Sctr	44,576	31,661	39,357
Sector SPDR Health	17,844		
Sector SPDR Tech Select	52,497		
Sector SPDR Util Select	57,587	19,394	18,984
SPDR KBW Bank ETF	35,401		
SPDR KBW Regional Banking	36,598		
Streettracks Gold Tr			
San Juan Basin Royalty Trust	28,570	28,450	13,171
Western Mountain Partners, L.P.	0	0	573
EIN 05-0536453			
	427,242	179,488	166,203

## Line 15 Other Assets

	Beg. of Yr	End of Year	
	Book Value	Book Value	FMV
Dividends Receivable	713	223	223
	713	223	223

THE M.V. WILLIAMS FOUNDATION, INC.  
EIN 73-1464753  
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**ELECTION UNDER REGULATION 53.4942(a)-3(d)(2)**

THE FOUNDATION ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS FOR THE CURRENT YEAR AS MADE OUT OF CORPUS. THESE DISTRIBUTIONS WILL BE APPLIED FIRST TO THE EARLIEST YEAR DURING THE 5 YEAR PERIOD.

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	256.	256.		
FEDERAL INCOME TAXES	-952.			
Total	<u>-696.</u>	<u>256.</u>		

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SOUTH TEXAS MONEY MAN	INVESTMENT ADVISORY SER	8,444.	8,444.		
MISCELLANEOUS	MANAGEMENT FEE	16.	16.		
Total		<u>8,460.</u>	<u>8,460.</u>		

Form 990-PF, Page 2, Part II, Line 15

**Other Assets Stmt**

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
DIVIDENDS RECEIVABLE	713.	223.	223.
Total	<u>713.</u>	<u>223.</u>	<u>223.</u>