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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.

LUCILLE E. WILLIAMS FOUNDATION
2440 E. BROADWAY
TUCSON, AZ 85719-6008

A Employer identification number

86-0886258

B Telephone number (see the instructions)

(520) 791-3939

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method Cash Accrual
 Other (specify) _____

► \$ 791, 395. (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 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 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	1.	1.	
	4 Dividends and interest from securities	62,615.	62,615.	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10			
	b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV, line 2)			
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less reduces and allowances			
	b Less: Cost of goods sold			
	c Gross profit / loss (attach sch)			
	11 Other income (attach schedule)			
	12 Total of lines 1 through 11	62,616.	62,616.	0.
	13 Compensation of officers, directors, trustees, etc	0.		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach sch) SEE STM 1	1,295.	648.	324.
	c Other prof fees (attach sch)			
	17 Interest			
	18 Taxes (attach schedule)(see instr) SEE STM 2	621.	5.	
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) SEE STATEMENT 3	10,946.	5,473.	2,736.
	24 Total operating and administrative expenses. Add lines 13 through 23	12,862.	6,126.	3,060.
	25 Contributions, gifts, grants paid PART XV	52,500.		52,500.
	26 Total expenses and disbursements. Add lines 24 and 25	65,362.	6,126.	0.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-2,746.		
	b Net investment income (if negative, enter -0-)		56,490.	
	c Adjusted net income (if negative, enter -0-)			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
A S S E T S	1 Cash – non-interest-bearing		7,862.	5,542.	5,542.
	2 Savings and temporary cash investments		3,537.	3,111.	3,111.
	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) STATEMENT 4		23,642.	23,642.	20,822.
	b Investments – corporate stock (attach schedule) STATEMENT 5		162,641.	162,641.	126,501.
	c Investments – corporate bonds (attach schedule) STATEMENT 6		688,757.	688,757.	635,419.
	11 Investments – land, buildings, and equipment: basis ►				
L I A B L I T I E S	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 instructions Also, see page 1, item I)		886,439.	883,693.	791,395.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
N F E T N D A S S E T A S N C O R S	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	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. ►				
	27 Capital stock, trust principal, or current funds		808,016.	808,016.	
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		78,423.	75,677.	
	30 Total net assets or fund balances (see the instructions)		886,439.	883,693.	
	31 Total liabilities and net assets/fund balances (see the instructions)		886,439.	883,693.	

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	886,439.
2 Enter amount from Part I, line 27a	2	-2,746.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	883,693.
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	883,693.

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)
1 a N/A					
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				(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					
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		
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 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 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	50,742.	731,790.	0.069340
2007	60,147.	846,908.	0.071020
2006	46,336.	862,929.	0.053696
2005	52,730.	908,678.	0.058029
2004	62,567.	908,122.	0.068897

- 2 Total of line 1, column (d) 2 0.320982
- 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 0.064196
- 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 695,407.
- 5 Multiply line 4 by line 3 5 44,642.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 565.
- 7 Add lines 5 and 6 7 45,207.
- 8 Enter qualifying distributions from Part XII, line 4 8 55,560.

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.	1	565.
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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	565.
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	565.
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	565.
6 Credits/Payments:		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	600.
b Exempt foreign organizations – tax withheld at source.	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	600.
8 Enter any penalty 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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	35.
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax ► 35. Refunded	11	0.

Part VII-A | Statements Regarding Activities

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?

	Yes	No
1a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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

1c	X
----	---

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

1d	
----	--

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

1e	
----	--

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

1f	
----	--

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

1g	
----	--

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2a	X
----	---

If 'Yes,' attach a detailed description of the activities.

2b	
----	--

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

3a	
----	--

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

4b	X
----	---

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

5a	
----	--

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

5b	
----	--

If 'Yes,' attach the statement required by General Instruction T.

5c	
----	--

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.

6a	
----	--

• By language in the governing instrument, or

6b	
----	--

• 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?

6c	
----	--

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

7a	
----	--

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

8b	
----	--

AZ

8c	
----	--

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

8d	
----	--

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

9a	
----	--

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

10a	
-----	--

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 ► N/A	13	X
14	The books are in care of ► LUCILLE E. WILLIAMS FOUNDATION Located at ► 2440 E. BROADWAY TUCSON AZ	Telephone no ► (520) 791-3939 ZIP + 4 ► 85719-6008	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A ► □ N/A

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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	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 ► □	1b	N/A
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__		
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
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 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
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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	N/A
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
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	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If 'Yes,' attach the statement required by <i>Regulations section 53.4945-5(d)</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
KATHY LOHSE 2440 E. BROADWAY TUCSON, AZ 85719	PRESIDENT 1.00	0.	0.	0.
ROBERT LOHSE 2440 E. BROADWAY TUCSON, AZ 85719	V.P. 1.00	0.	0.	0.
LINDA LOHSE 2440 E. BROADWAY TUCSON, AZ 85719	SECRETARY 3.00	0.	0.	0.
THOMAS LOHSE 2440 E. BROADWAY TUCSON, AZ 85719	TREASURER 1.00	0.	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

>

0

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

• 3 Five highest-paid independent contractors for professional services – (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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

Describe the two largest program-related investments made by the foundation during the talk year on lines 1 and 2.		Amount
1	N/A	
2		

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3

Form 990-PF (2009)

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1a	688,686.
b Average of monthly cash balances	1b	17,311.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	705,997.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	705,997.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	10,590.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	695,407.
6 Minimum investment return. Enter 5% of line 5	6	34,770.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	34,770.
2a Tax on investment income for 2009 from Part VI, line 5	2a	565.
b Income tax for 2009. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	565.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	34,205.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	34,205.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	34,205.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	55,560.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	55,560.
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 instructions)	5	565.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	54,995.

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				34,205.
2 Undistributed income, if any, as of the end of 2009:			0.	
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	18,341.			
b From 2005	8,454.			
c From 2006	4,349.			
d From 2007	18,962.			
e From 2008	15,336.			
f Total of lines 3a through e	65,442.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 55,560.			0.	
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount			34,205.	
e Remaining amount distributed out of corpus	21,355.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	86,797.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	18,341.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	68,456.			
10 Analysis of line 9:				
a Excess from 2005	8,454.			
b Excess from 2006	4,349.			
c Excess from 2007	18,962.			
d Excess from 2008	15,336.			
e Excess from 2009	21,355.			

BAA

Form 990-PF (2009)

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

N/A

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see 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))

NINE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs: Check here if the foundation only makes contributions to pre-selected charities.

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

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

SEE STATEMENT 7

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV | Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 8			SEE STATEMENT 8	52,500.
Total			► 3a	52,500.
<i>b Approved for future payment</i>				
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 the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	62,615.	
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					
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)				62,616.	
13 Total Add line 12, columns (b), (d), and (e)					13 62,616.

(See worksheet in the instructions for line 13 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 the instructions)
N/A	

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

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

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
N/A		

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.

► X Linda Lohse
Signature of officer or trustee

X-5/12/10

► SECRETARY

Paid Preparer's Use Only	Preparer's signature	<i>Duke Corley, CPA</i>	Date	5/6/10	Check if self-employed	<input type="checkbox"/>	Preparer's Identifying number (See Signature in the instrs)
	Firm's name (or yours if self-employed), address, and ZIP code	DRC LTD. 6761 E. TANQUE VERDE ROAD TUCSON, AZ 85715	EIN	N/A	Phone no	(520) 721-0400	

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2009

FEDERAL STATEMENTS

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LUCILLE E. WILLIAMS FOUNDATION

86-0886258

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUKE CORLEY, CPA. P.C.	\$ 1,295.	\$ 648.	\$ 0.	\$ 324.
TOTAL	<u>\$ 1,295.</u>	<u>\$ 648.</u>	<u>\$ 0.</u>	<u>\$ 324.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2008 US 990-PF	\$ 11.			
2009 US ESTIMATE	600.			
ARIZONA CORP COMMISSION	10.			
TOTAL	<u>\$ 621.</u>	<u>\$ 5.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 36.	\$ 18.		\$ 9.
SHARED ADMIN. EXPENSES	10,910.	5,455.		2,727.
TOTAL	<u>\$ 10,946.</u>	<u>\$ 5,473.</u>	<u>\$ 0.</u>	<u>\$ 2,736.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>STATE/MUNICIPAL OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AZ TAX EXEMPT BONDS	COST	\$ 23,642.	\$ 20,822.
		\$ 23,642.	\$ 20,822.
TOTAL		<u>\$ 23,642.</u>	<u>\$ 20,822.</u>

LUCILLE E. WILLIAMS FOUNDATION

86-0886258

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
370 MADISON G&E	COST	\$ 7,503.	\$ 13,224.
7,875 NCR CORP	COST	231.	88.
7026 BLACKROCK ENHANCED DIVIDEND	COST	104,903.	61,829.
2000 CREDIT SUISSE	COST	50,004.	51,360.
	TOTAL	\$ 162,641.	\$ 126,501.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
50M COCA COLA 6.75%	COST	\$ 50,000.	\$ 54,988.
110M HERTZ CORP 7%	COST	109,500.	80,300.
50M TYSON FOODS 7%	COST	50,000.	47,000.
50M U.S. WEST 6.875%	COST	49,690.	44,000.
5M UNITED UTILITIES 6.875%	COST	4,905.	5,272.
5M ENRON O&G 6.65%	COST	4,779.	4,978.
25M STATE OF ISRAEL 7.25%	COST	24,068.	28,846.
25M GMAC 8%	COST	25,380.	22,493.
50M HOUSEHOLD FINANCE 7%	COST	49,504.	54,525.
45M ARROW ELECTRONICS	COST	43,430.	49,080.
20M AT&T 6.5%	COST	19,854.	19,909.
60M CITIZENS UTILITIES	COST	60,380.	42,537.
32M MASCO 6.5%	COST	32,531.	27,232.
20M MOTOROLA 7.5%	COST	20,205.	19,137.
20M AXA SA 7.1%	COST	20,205.	19,350.
15M PROVIDENT 7.25%	COST	15,425.	12,390.
26M WEYERHAUSER 6.875%	COST	25,354.	23,053.
30M J.P. MORGAN CHASE 6.95%	COST	29,368.	29,146.
55M MASCO 7.75%	COST	54,179.	51,183.
	TOTAL	\$ 688,757.	\$ 635,419.

STATEMENT 7
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME: FOUNDATIONS

CARE OF: LINDA LOHSE

STREET ADDRESS: 2440 E. BROADWAY

CITY, STATE, ZIP CODE: TUCSON, AZ 85719-6008

TELEPHONE: (520) 791-3939

FORM AND CONTENT: APPLICATIONS SHOULD INCLUDE A COPY OF THE APPLICANT'S IRS DETERMINATION LETTER, A BRIEF DESCRIPTION OF THE ORGANIZATION'S ACTIVITIES, AND A COPY OF THE CURRENT BUDGET.

SUBMISSION DEADLINES: NONE

RESTRICTIONS ON AWARDS: THIS FOUNDATION WILL NOT MAKE GRANTS TO INDIVIDUALS. THIS FOUNDATION RESTRICTS ITS GRANTS TO CHARITABLE

2009

FEDERAL STATEMENTS

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LUCILLE E. WILLIAMS FOUNDATION

86-0886258

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

ORGANIZATIONS LOCATED IN SOUTHERN ARIZONA.

WILLIAMS FOUNDATION
01/01/09-12/31/09
86-0886258

SCHEDULE #8

GRANTS MADE

The following listed recipients are public, charitable organizations. No grants are made to individuals nor to relatives of any foundation managers or to any substantial contributors.

American Heart Association 5325 E. Pima Tucson, AZ 85712	community unrestricted funds	5,000.00
Arthritis Foundation 434 S. Williams Circle Tucson, AZ 85711	health campership funds	7,500.00
Community Food Bank 3003 S. Country Club Rd. Tucson, AZ 85713	community unrestricted funds	5,000.00
Friends of Kartchner Caverns P.O. Box 30995 Tucson, AZ 85751	youth scholarship funds	10,000.00
La Pilita Association 420 S. Main Tucson, AZ 85701	youth unrestricted funds	2,000.00
Literacy Volunteers of Tucson 2850 E. Speedway Tucson, AZ 85716	community unrestricted funds	5,000.00
S.T.E.P. 63865 E. Cordalia Place Tucson, AZ 85739	youth scholarship funds	4,000.00
Sonoran Art Foundation 633 W. 18th St. Tucson, AZ 85701	education scholarships	3,000.00
Voices 48 E. Pennington Tucson, AZ 85701	youth unrestricted funds	10,000.00
YMCA of Metropolitan Tucson 60 W. Alameda Tucson, AZ 85701	Youth unrestricted funds	1,000.00
Total		\$ 52,500.00