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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010

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 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation

WILLIAMS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

P O BOX 94651

Room/suite

City or town, state, and ZIP code

CLEVELAND, OH 44101

A Employer identification number

31-6032504

B Telephone number (see page 10 of the instructions)

(513) 721-2744

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, col. (c), line 16)

\$ 7,508,973

J Accounting method

☐ 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)	586,004			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	182,933	182,933		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,940,828			
	b Gross sales price for all assets on line 6a 5,576,017				
	7 Capital gain net income (from Part IV , line 2)		1,940,828		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,709,765	2,123,761		
	13 Compensation of officers, directors, trustees, etc	2,400	0		2,400
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule).				0
	b Accounting fees (attach schedule).	700	0	0	700
	c Other professional fees (attach schedule)	19,202	19,202		0
	17 Interest				0
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,481	2,481		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule).	502	89		413
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	25,285	21,772	0	3,513
	25 Contributions, gifts, grants paid	184,000			184,000
	26 Total expenses and disbursements. Add lines 24 and 25	209,285	21,772	0	187,513
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,500,480			
	b Net investment income (if negative, enter -0-)		2,101,989		
	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
Assets	1	Cash—non-interest-bearing	13,690	49,717	49,717
	2	Savings and temporary cash investments	284,717	243,736	243,736
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	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)	2,965,203	5,954,414	6,772,281
	c	Investments—corporate bonds (attach schedule).	921,916	416,639	426,354
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	17,096	16,885	16,885	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,202,622	6,681,391	7,508,973	
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)		0	
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.			
	27	Capital stock, trust principal, or current funds	4,202,622	6,681,391	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	4,202,622	6,681,391	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,202,622	6,681,391	

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	4,202,622
2	Enter amount from Part I, line 27a	2	2,500,480
3	Other increases not included in line 2 (itemize) ▶ _____	3	6,550
4	Add lines 1, 2, and 3	4	6,709,652
5	Decreases not included in line 2 (itemize) ▶ _____	5	28,261
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	6	6,681,391

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 Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	1,940,828
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))
2009	417,672	5,837,982	0 071544
2008	415,092	7,247,050	0 057277
2007	337,734	8,145,596	0 041462
2006	290,442	7,747,609	0 037488
2005	715,319	7,702,006	0 092874

2	Total of line 1, column (d).	2	0 300646
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 060129
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	6,552,469
5	Multiply line 4 by line 3.	5	393,994
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	21,020
7	Add lines 5 and 6.	7	415,014
8	Enter qualifying distributions from Part XII, line 4.	8	187,513

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 letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	42,040
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	0
3 Add lines 1 and 2.		3	42,040
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	42,040
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12,099	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	32,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	44,099
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
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	2,059
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 2,059 Refunded ☐		11	0

Part VII-A Statements Regarding Activities				
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?		Yes	No	
	1a		No	
	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)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?		1c		No
		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? <i>If "Yes," attach a detailed description of the activities.</i>			2	
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? <i>If "Yes," attach a conformed copy of the changes</i>		3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No	
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No	
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	Yes		
	7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
	8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ OH _____			
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? <i>If "No," attach explanation .</i>		8b	Yes	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> 	10	Yes		

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address  _____				
14	The books are in care of  PNC BANK NA Telephone no  (800) 622-8036 Located at  P O BOX 94651 CLEVELAND OH ZIP+4  441014651			
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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country  _____				

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? ☐ 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)? ☐  Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2010?	1c		No
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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 page 20 of the instructions).	2b	Yes	
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2010?	4b		No

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)? Organizations relying on a current notice regarding disaster assistance check here.	☐	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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
See Additional Data Table				
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
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 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
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	6,652,253
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,652,253
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	6,652,253
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	99,784
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,552,469
6	Minimum investment return. Enter 5% of line 5.	6	327,623

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	327,623
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	42,040
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	42,040
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	285,583
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	285,583
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	285,583

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	187,513
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	187,513
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	187,513
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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				285,583
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 2008 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				336,222
b From 2006.				0
c From 2007.				0
d From 2008.				72,030
e From 2009.				131,575
f Total of lines 3a through e.	539,827			
4 Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 187,513				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				187,513
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	98,070			98,070
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	441,757			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	238,152			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	203,605			
10 Analysis of line 9				
a Excess from 2006. . . .				0
b Excess from 2007. . . .				0
c Excess from 2008. . . .				72,030
d Excess from 2009. . . .				131,575
e Excess from 2010. . . .				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 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))

HELEN D WILLIAMS

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	184,000
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

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?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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

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.

Signature of officer or trustee

2011-08-04

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Firm's name

Firm's address

Date

2011-08-04

Check if self-employed

PTIN

Firm's EIN

Phone no

PNC BANK NA

PO BOX 94651

CLEVELAND, OH 44101

(216) 222-8238

Form 990-PF (2010)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of organization WILLIAMS FOUNDATION	Employer identification number 31-6032504
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WILLIAMS FOUNDATION	Employer identification number 31-6032504
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Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	LAWRENCE H KYTE JR 22 E 3RD ST SUITE 300 CINCINNATI, OH 45202	\$ 8,670	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>2</u>	HELEN D WILLIAMS 22 E 3RD ST SUITE 300 CINCINNATI, OH 45202	\$ 576,034	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>3</u>	LESS THAN 500000 PER PERSON 212 3RD ST SUITE 300 CINCINNATI, OH 45202	\$ 1,300	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization WILLIAMS FOUNDATION	Employer identification number 31-6032504
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Part II

Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITIES 100 SHS PROCTER & GAMBLE STOCK 40 SHS PROCTER & GAMBLE STOCK	\$ 8,670	2010-06-30
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	18,504 SHS AMERICAN BOND FUND 9,833 SHS CAPITAL WORLD BOND FUND 16,112 SHS PIMCO COMMODITY REAL RETU	\$ 576,680	2010-12-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization WILLIAMS FOUNDATION	Employer identification number 31-6032504
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4Relationship of transferor to transferee		

Additional Data

Software ID:
Software Version:
EIN: 31-6032504
Name: WILLIAMS FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	700 BURLINGTON NORTHERN SANTA FE CORP COM		2008-03-25	2010-01-26
B	200000 USA TREASURY NOTES TREASURY INFALTION PROTECTN SECS		2005-02-17	2010-04-15
C	1000 TRANSOCEAN LTD SEDOL B3KFWW1		2010-04-14	2010-05-03
D	7 EXXON MOBIL CORP COM		1958-01-01	2010-07-15
E	11613 ARCHER DANIELS MIDLAND CO COM		2002-01-16	2010-09-29
F	3000 CANADIAN OIL SANDS TRUST		2006-04-24	2010-09-29
G	1500 CATERPILLAR INC FORMERLY CATERPILLAR TRACTOR			2010-09-29
H	4999 CINCINNATI FINL CORP COM			2010-09-29
I	2000 CLOROX CO COM		1992-09-03	2010-09-29
J	1280 COCA COLA CO COM		2007-12-21	2010-09-29
K	8000 DUKE ENERGY HOLDING CORP			2010-09-29
L	5479 EXXON MOBIL CORP COM			2010-09-29
M	8000 GENERAL ELEC CO COM			2010-09-29
N	4000 HUBBELL INC CLASS A CLASS A PAR \$0 01		2002-01-16	2010-09-29
O	2400 ILLINOIS TOOL WORKS INC COM		1992-05-12	2010-09-29
P	1000 ISHARES BARCLAYS TR U S TIP ETF		2008-06-11	2010-09-29
Q	2060 JOHNSON & JOHNSON COM			2010-09-29
R	3000 MICROSOFT CORP COM		2010-04-14	2010-09-29
S	2000 NIKE INC CL B			2010-09-29
T	1830 NOVARTIS AG SPONSORED ADR			2010-09-29
U	1120 PEPSICO INC COM		2006-01-09	2010-09-29
V	200 PROCTER & GAMBLE CO COM			2010-09-29
W	9800 PROCTER & GAMBLE CO COM			2010-09-29
X	1100 TELEFLEX INC COM		2004-04-26	2010-09-29
Y	7000 US BANCORP DEL COM NEW			2010-09-29
Z	3432 ZIMMER HLDGS INC COM			2010-09-29
AA	100000 ABBOTT LABORATORIES NTS		2008-03-24	2010-09-30
AB	50000 GENERAL ELECTRIC COMPANY NTS		2003-12-12	2010-09-30
AC	2500 ISHARES BARCLAYS TR U S TIP ETF			2010-10-06
AD	1500 PROCTER & GAMBLE CO COM		1988-12-21	2010-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	200000 USA TREASURY BOND TREASURY INFLATION PROTECTN SECS		2006-04-25	2010-10-06
AF	1500 INTERNATIONAL BUSINESS MACHS CORP COM		2008-06-11	2010-10-19
AG	5450 PROCTER & GAMBLE CO COM			2010-10-19
AH	3605 ALTRIA GROUP INC			2010-12-06
AI	1110 EMERSON ELEC CO COM			2010-12-06
AJ	1755 NSTAR COM			2010-12-06
AK	5390 SYSCO CORP COM			2010-12-06
AL	1034 SYSCO CORP COM			2010-12-06
AM	CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	69,488		66,884	2,604
B	228,786		206,690	22,096
C	68,789		86,926	-18,137
D	41		36	5
E	377,798		159,330	218,468
F	71,009		92,222	-21,213
G	119,608		116,255	3,353
H	142,944		78,638	64,306
I	133,738		21,675	112,063
J	74,815		80,525	-5,710
K	142,315		155,970	-13,655
L	336,180		176,953	159,227
M	129,838		261,435	-131,597
N	194,980		112,400	82,580
O	111,903		19,230	92,673
P	109,241		105,690	3,551
Q	128,044		88,812	39,232
R	73,199		92,430	-19,231
S	159,598		137,044	22,554
T	105,793		98,818	6,975
U	74,468		66,461	8,007
V	12,014		11,789	225
W	588,677		98,722	489,955
X	62,578		54,756	7,822
Y	151,499		1,151	150,348
Z	178,332		36,509	141,823
AA	101,407		101,970	-563
AB	54,204		51,100	3,104
AC	278,283		264,065	14,218
AD	91,363		8,015	83,348

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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 E	244,875		192,402	52,473
A F	205,223		185,083	20,140
A G	344,613		4,546	340,067
A H	86,161		87,946	-1,785
A I	62,686		58,928	3,758
A J	73,159		69,293	3,866
A K	157,370		156,125	1,245
A L	30,189		28,365	1,824
A M				704

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A				2,604
B				22,096
C				-18,137
D				5
E				218,468
F				-21,213
G				3,353
H				64,306
I				112,063
J				-5,710
K				-13,655
L				159,227
M				-131,597
N				82,580
O				92,673
P				3,551
Q				39,232
R				-19,231
S				22,554
T				6,975
U				8,007
V				225
W				489,955
X				7,822
Y				150,348
Z				141,823
AA				-563
AB				3,104
AC				14,218
AD				83,348

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A E				52,473
A F				20,140
A G				340,067
A H				-1,785
A I				3,758
A J				3,866
A K				1,245
A L				1,824
A M				

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HELEN D WILLIAMS	TRUSTEE 1	300		
212 E 3RD ST STE 300 CINCINNATI, OH 45202				
MARY W CLAUDER	TRUSTEE 1	300		
212 E 3RD ST STE 300 CINCINNATI, OH 45202				
LAWRENCE H KYTE JR	TRUSTEE 1	400		
212 E 3RD ST STE 300 CINCINNATI, OH 45202				
W JOSEPH WILLAMS JR	TRUSTEE 1	300		
212 E 3RD ST STE 300 CINCINNATI, OH 45202				
THOMAS L WILLIAMS	TRUSTEE 1	300		
212 E 3RD ST STE 300 CINCINNATI, OH 45202				
SHARON W FRISBIE	TRUSTEE 1	200		
212 E 3RD ST STE 300 CINCINNATI, OH 45202				
CAROL W JODAR	TRUSTEE 1	200		
212 E 3RD ST STE 300 CINCINNATI, OH 45202				
RYAN KYTE	trustee 1	200		
212 E 3RD ST STE 300 CINCINNATI, OH 45202				
RICHARD F WILLIAMS	TRUSTEE 1	200		
212 E 3RD ST STE 300 CINCINNATI, OH 45202				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNITED WAY 2400 READING ROAD CINCINNATI, OH 45202	N/A	PUBLIC	GENERAL SUPPORT	35,000
XAVIER UNIVERSITY 3800 VICTORY PARKWAY CINCINNATI, OH 45206	N/A	PUBLIC	GENERAL SUPPORT	500
XAVIER UNIVERSITY 3800 VICTORY PARKWAY CINCINNATI, OH 45206	N/A	PUBLIC	SCHOLARSHIP FUND	50,000
ARTSWAVE PO BOX 630561 CINCINNATI, OH 45263	N/A	PUBLIC	GENERAL SUPPORT	5,000
CHILDREN'S HOME 5050 MADISON RD CINCINNATI, OH 452271491	N/A	PUBLIC	GENERAL SUPPORT	20,000
IMMACULATE HEART OF MARY CHURCH CONGREGATION 7820 BEECHMONT AVE CINCINNATI, OH 45255	N/A	PUBLIC	GENERAL SUPPORT	25,000
SPRINGER SCHOOL 2121 MADISON RD CINCINNATI, OH 45208	N/A	PUBLIC	GENERAL SUPPORT	500
YMCA OF GREATER CINCINNATI 1228 EAST MCMILLAN ST CINCINNATI, OH 45206	N/A	PUBLIC	GENERAL SUPPORT	1,000
STARFIRE 5030 OAKLAWN DR CINCINNATI, OH 45227	N/A	PUBLIC	GENERAL SUPPORT	1,000
LITTLE SISTERS OF THE POOR 476 RIDDLE RD CINCINNATI, OH 45220	N/A	PUBLIC	GENERAL SUPPORT	1,000
CORNERSTONE COMMUNITY LOAN FUND 1639 VINE ST CINCINNATI, OH 45202	N/A	PUBLIC	GENERAL SUPPORT	5,000
BOY SCOUTS OF AMERICA DAN BEARD COUNCIL 2331 VICTORY PARKWAY CINCINNATI, OH 45206	N/A	PUBLIC	GENERAL SUPPORT	500
TALBERT HOUSE FOUNDATION 2600 VICTORY PARKWAY CINCINNATI, OH 45206	N/A	PUBLIC	GENERAL SUPPORT	3,000
ST BONIFACE SCHOOL 4305 PITTS AVE CINCINNATI, OH 45223	N/A	PUBLIC	GENERAL SUPPORT	1,000
MERCY HOSPITAL FOUNDATION PO BOX 428553 CINCINNATI, OH 45242	N/A	PUBLIC	GENERAL SUPPORT	1,000
Total  3a				184,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CLEVELAND CLINIC FOUNDATION 9500 EUCLID AVE CLEVELAND, OH 44195	N/A	PUBLIC	GENERAL SUPPORT	5,000
CATHOLIC INNERCITY SCHOOL EDUCATION FUND 100 EAST EIGHTH ST CINCINNATI, OH 45202	N/A	PUBLIC	GENERAL SUPPORT	15,000
LINDNER CENTER OF HOPE 4075 OLD WESTERN ROW RD MASON, OH 450403104	N/A	PUBLIC	GENERAL SUPPORT	10,000
CENTER FOR RESPITE CARE PO BOX 141301 CINCINNATI, OH 45250	N/A	PUBLIC	GENERAL SUPPORT	1,000
BOYS & GIRLS CLUB 600 DALTON AVE CINCINNATI, OH 45203	N/A	PUBLIC	GENERAL SUPPORT	3,000
TENDER MERCIES 27 W 12TH ST CINCINNATI, OH 45202	N/A	PUBLIC	GENERAL SUPPORT	500
Total  3a				184,000

TY 2010 Accounting Fees Schedule

Name: WILLIAMS FOUNDATION

EIN: 31-6032504

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PNC BANK, NA	700			700

TY 2010 Other Decreases Schedule**Name:** WILLIAMS FOUNDATION**EIN:** 31-6032504

Description	Amount
POSTED SUBSEQ YR TAXED CURR YR	6
OID ADJUSTMENT	2,150
CONTRIBUTION FMV ADJUSTMENT	26,105

TY 2010 Other Expenses Schedule

Name: WILLIAMS FOUNDATION

EIN: 31-6032504

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charit able Purposes
MISCELLANEOUS EXPENSE	213	0		213
STATE FILING FEE	200	0		200
ADR SERVICE FEES	11	11		0
PARTNERSHIP EXPENSES	78	78		0

TY 2010 Other Increases Schedule**Name:** WILLIAMS FOUNDATION**EIN:** 31-6032504

Description	Amount
POSTED CURR YR TAXED PRIOR YR	842
BASIS ADJUSTMENT	5,708

TY 2010 Other Professional Fees Schedule**Name:** WILLIAMS FOUNDATION**EIN:** 31-6032504

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAL FEES	5,542	5,542		
INVESTMENT MGMT FEES	12,760	12,760		
ACCOUNTING FEES	900	900		

TY 2010 Substantial Contributors Schedule

Name: WILLIAMS FOUNDATION

EIN: 31-6032504

Name	Address
LAWRENCE H KYTE JR	22 E 3RD ST SUITE 300 CINCINNATI, OH 45202
HELEN D WILLIAMS	22 E 3RD ST SUITE 300 CINCINNATI, OH 45202

TY 2010 Taxes Schedule

Name: WILLIAMS FOUNDATION

EIN: 31-6032504

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,775	1,775		0
REAL ESTATE TAX ON NON-RENTAL	133	133		0
FOREIGN TAXES ON QUALIFIED FOR	573	573		0