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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

Treated as a Private Foundation

OMB No 1545-0052

2010

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 , 2010, and ending , 20

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

Name of foundation

EDNA SPROULL WILLIAMS FOUNDATION

A Employer identification number

51-0198606

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

C/O MR. JAMES BURKE

2046 EVENTIDE ROAD

City or town, state, and ZIP code

SWITZERLAND, FL 32259

Room/suite

B Telephone number (see page 10 of the instructions)

(904) 287-0101

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) \$ 15,620,221.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 ☐**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)
1 Contributions, gifts, grants, etc., received (attach schedule)	0.			
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	27.	27.		ATCH 1
4 Dividends and interest from securities	398,821.	398,821.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	345,565.			
b Gross sales price for all assets on line 6a	11,764,107.			
7 Capital gain net income (from Part IV, line 2)		345,565.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	744,413.	744,413.		
13 Compensation of officers, directors, trustees, etc.	120,000.	30,000.		90,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	4,500.	0.	0.	4,500.
c Other professional fees (attach schedule) *	90,595.	90,595.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	3,082.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	71.			71.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	2,985.			2,985.
24 Total operating and administrative expenses. Add lines 13 through 23	221,233.	120,595.	0.	97,556.
25 Contributions, gifts, grants paid	728,610.			728,610.
26 Total expenses and disbursements. Add lines 24 and 25	949,843.	120,595.	0.	826,166.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-205,430.			
b Net investment income (if negative, enter -0-)		623,818.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 4 JSA ** ATCH 5

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PAGE 1

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		11,535.	18,396.	18,396.
	2	Savings and temporary cash investments		2,494,247.	3,829,325.	3,829,325.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	ATCH 7.	12,000.	10,918.	10,918.
	10 a	Investments - U S and state government obligations (attach schedule) **		2,475,734.	1,664,237.	1,721,145.
	b	Investments - corporate stock (attach schedule) ATCH 9.		7,577,652.	6,982,721.	7,696,585.
	c	Investments - corporate bonds (attach schedule) ATCH 10.		2,350,086.	2,210,227.	2,343,852.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		14,921,254.	14,715,824.	15,620,221.	
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		14,921,254.	14,715,824.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30	Total net assets or fund balances (see page 17 of the instructions)		14,921,254.	14,715,824.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		14,921,254.	14,715,824.	

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	14,921,254.
2	Enter amount from Part I, line 27a	2	-205,430.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	14,715,824.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,715,824.

** ATCH 8

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
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	345,565.	
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.

(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	913,732.	14,281,307.	0.063981
2008	1,157,567.	17,984,832.	0.064364
2007	1,047,096.	20,904,286.	0.050090
2006	996,436.	19,916,079.	0.050032
2005	1,088,360.	18,528,681.	0.058739
2 Total of line 1, column (d)			2 0.287206
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 0.057441
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 14,868,087.
5 Multiply line 4 by line 3			5 854,038.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,238.
7 Add lines 5 and 6			7 860,276.
8 Enter qualifying distributions from Part XII, line 4 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.			8 826,166.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	12,476.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	12,476.
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	12,476.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	10,918.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,418.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	942.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 942. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) FL,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ MR. JAMES W. BURKE Telephone no ☐ 904-287-0101			
Located at ☐ 2046 EVENTIDE ROAD SWITZERLAND, FL ZIP + 4 ☐ 32259				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
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	Yes	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 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 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 ☐		
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 22 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5 a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see page 22 of the instructions).

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

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 12		90,595.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	15,002,348.
b	Average of monthly cash balances	1b	81,239.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	10,918.
d	Total (add lines 1a, b, and c)	1d	15,094,505.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,094,505.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	226,418.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,868,087.
6	Minimum investment return. Enter 5% of line 5	6	743,404.

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	743,404.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	12,476.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,476.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	730,928.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	730,928.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	730,928.

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	826,166.
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	826,166.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	826,166.

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				730,928.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005 1,101,006.				
b From 2006 26,888.				
c From 2007 43,642.				
d From 2008 264,613.				
e From 2009 205,831.				
f Total of lines 3a through e	1,641,980.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 826,166.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				730,928.
e Remaining amount distributed out of corpus	95,238.			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,737,218.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	1,101,006.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	636,212.			
10 Analysis of line 9				
a Excess from 2006 26,888.				
b Excess from 2007 43,642.				
c Excess from 2008 264,613.				
d Excess from 2009 205,831.				
e Excess from 2010 95,238.				

Form 990-PF (2010)

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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 foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 13				
Total ▶ 3a				728,610.
b Approved for future payment				
Total ▶ 3b				

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

[illegible]

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

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

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

▶ James W. Burke | 11/9/11 ▶ Trustee

Signature of officer or trustee Date Title

Paid Preparer Use Only	Print preparer's name Claire Steinke	Preparer's signature <i>Claire Steinke</i>	Date 11/06/2011	Check ☐ if self-employed	PTIN
	Firm's name ▶ ERNST & YOUNG U.S. LLP	Firm's EIN ▶ 34-656596			
	Firm's address ▶ 55 IVAN ALLEN BLVD, SUITE 1000 ATLANTA, GA 30308	Phone no 404-874-8300			

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,805,831.		SEE ATTACHED SCHEDULE PROPERTY TYPE: SECURITIES 2,679,446.				P	VAR 126,385.	VAR
8,958,276.		SEE ATTACHED SCHEDULE PROPERTY TYPE: SECURITIES 8,739,096.				P	VAR 219,180.	VAR
TOTAL GAIN (LOSS)							<u>345,565.</u>	

Security Description	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
HEWLETT PACKARD CO DEL	10/15/2008	9/13/2010	200	7,998	7,605	(393)
HEWLETT PACKARD CO DEL	4/7/2005	2/16/2010	180	3,933	8,831	4,898
HEWLETT PACKARD CO DEL	4/7/2005	9/13/2010	2,135	46,652	81,185	34,533
JOHNSON AND JOHNSON COM	7/17/1997	2/16/2010	385	12,115	24,436	12,320
JOHNSON AND JOHNSON COM	7/17/1997	5/3/2010	555	17,465	36,291	18,826
CSX CORP	10/15/2008	2/8/2010	200	8,616	8,585	(31)
CSX CORP	8/2/2005	2/8/2010	1,330	30,540	57,090	26,550
MCKESSON CORPORATION COM	3/11/2009	11/2/2010	720	25,168	48,357	23,189
MCKESSON CORPORATION COM	1/3/2006	2/16/2010	215	11,424	12,715	1,291
MCKESSON CORPORATION COM	1/3/2006	11/2/2010	55	2,922	3,694	772
ROSS STORES INC COM	10/24/2008	2/16/2010	250	7,181	11,633	4,452
ROSS STORES INC COM	10/24/2008	11/8/2010	500	14,362	31,702	17,340
UNUM GROUP	10/24/2008	2/16/2010	780	11,423	15,381	3,958
UNUM GROUP	10/24/2008	4/6/2010	1,305	19,111	33,351	14,240
INTL BUSINESS MACHINES	2/13/2007	2/16/2010	140	13,759	17,420	3,661
INTL BUSINESS MACHINES	2/13/2007	6/15/2010	385	37,838	49,837	12,000
NORTHROP GRUMMAN CORP	9/2/2009	10/19/2010	920	44,135	55,715	11,580
COMPUTER SCIENCE CRP	3/11/2009	5/24/2010	545	18,315	26,850	8,535
CHEVRON CORP	12/12/2002	2/16/2010	315	10,671	22,850	12,179
CHUBB CORP	10/15/2008	4/7/2010	455	18,852	23,431	4,580
CHUBB CORP	11/15/2005	4/7/2010	355	17,117	18,281	1,164
CHUBB CORP	11/15/2005	2/16/2010	45	2,170	2,218	48
CHUBB CORP	6/6/2005	2/16/2010	245	10,310	12,073	1,763
MEDCO HEALTH SOLUTIONS I	9/2/2009	9/27/2010	615	34,287	31,247	(3,041)
MEDCO HEALTH SOLUTIONS I	10/15/2008	9/27/2010	200	7,786	10,162	2,376
MEDCO HEALTH SOLUTIONS I	6/5/2008	2/16/2010	165	8,317	10,319	2,002
MEDCO HEALTH SOLUTIONS I	6/5/2008	9/27/2010	335	16,887	17,021	134
MEDCO HEALTH SOLUTIONS I	6/5/2008	7/12/2010	900	45,367	50,847	5,480
US TSY 5 000% AUG 15 20	5/17/2007	11/29/2010	81,000	81,183	83,718	2,534
US TSY 5 000% AUG 15 20	2/17/2006	2/16/2010	23,000	23,142	24,536	1,394
US TSY 5 000% AUG 15 20	2/17/2006	11/29/2010	58,000	58,171	59,946	1,775
ACE LIMITED	6/5/2009	7/26/2010	715	32,649	37,748	5,100
OCCIDENTAL PETE CORP CAL	10/17/2005	2/16/2010	130	4,900	10,484	5,584
AT&T INC 5 50%FEB01 18	2/21/2008	2/16/2010	20,000	19,785	20,875	1,090
AT&T INC 5 50%FEB01 18	2/21/2008	11/29/2010	28,000	27,700	31,914	4,214
FEDERAL HOME LN MTG CORP	6/6/2008	2/16/2010	27,000	27,742	29,795	2,053
FEDERAL HOME LN MTG CORP	6/6/2008	11/29/2010	29,000	29,640	32,342	2,702
GOLDMAN SACHS GRO 5 35%	4/11/2007	2/16/2010	24,000	23,608	24,737	1,128
GOLDMAN SACHS GRO 5 35%	4/11/2007	11/30/2010	31,000	30,494	33,512	3,018
FEDERAL NATL MTG ASSOC	2/5/2008	2/16/2010	22,000	23,677	24,639	963
FEDERAL NATL MTG ASSOC	2/5/2008	11/29/2010	28,000	29,935	33,107	3,172
SYSCO CORPORATION	10/29/2008	2/16/2010	225	5,791	6,266	476
SYSCO CORPORATION	10/29/2008	8/30/2010	1,965	50,570	54,181	3,610
BMC SOFTWARE INC	10/15/2008	8/31/2010	100	2,525	3,619	1,094
BMC SOFTWARE INC	5/5/2008	2/16/2010	205	7,249	7,458	209
BMC SOFTWARE INC	5/5/2008	8/31/2010	680	24,046	24,611	565
BMC SOFTWARE INC	5/5/2008	7/19/2010	675	23,869	24,687	817
WELLPOINT INC	10/29/2008	2/16/2010	110	4,196	6,344	2,148
WELLPOINT INC	10/15/2008	2/16/2010	60	2,485	3,460	976
GENERAL ELEC CO 5 00% 20	2/5/2008	2/16/2010	19,000	19,481	20,315	834
GENERAL ELEC CO 5 00% 20	2/5/2008	11/29/2010	29,000	29,546	31,183	1,637
ARCHER DANIELS MIDLD	2/13/2009	4/6/2010	1,325	38,164	37,415	(749)
ARCHER DANIELS MIDLD	2/13/2009	2/16/2010	85	2,448	2,493	45

Security Description	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
RAYTHEON CO DELAWARE NEW	5/31/2006	2/16/2010	30	1,366	1,625	259
RAYTHEON CO DELAWARE NEW	5/5/2006	2/16/2010	225	10,492	12,190	1,698
FEDERAL NATL MTG ASSOC	2/3/2009	10/21/2010	36,000	36,486	36,961	475
FEDERAL NATL MTG ASSOC	10/7/2008	10/21/2010	31,000	31,186	31,828	642
FEDERAL NATL MTG ASSOC	9/26/2008	2/16/2010	8,000	8,032	8,353	321
FEDERAL NATL MTG ASSOC	9/26/2008	10/21/2010	21,000	21,046	21,561	515
BP CAP MARKETS PL 3 87%	3/24/2009	11/30/2010	26,000	25,957	27,059	1,102
WSTN DIGITAL CORP DEL	2/25/2008	2/16/2010	205	6,712	8,534	1,822
VERIZON COMMUNICATIONS	11/17/2009	11/30/2010	23,000	25,489	27,459	1,971
CISCO SYSTEMS INC 4 45%	11/17/2009	11/30/2010	30,000	30,245	32,290	2,045
FED NAT'L MORTGAGE ASSOC	1/27/2009	2/16/2010	30,000	31,750	32,259	509
FED NAT'L MORTGAGE ASSOC	1/27/2009	11/29/2010	36,000	37,472	38,413	941
XILINX INC	10/15/2008	11/8/2010	200	3,990	5,528	1,538
XILINX INC	8/13/2008	2/16/2010	335	9,156	8,338	(818)
XILINX INC	8/13/2008	11/8/2010	2,260	61,766	62,468	702
JPMORGAN CHASE & 5 12%	2/5/2008	2/16/2010	26,000	26,216	27,269	1,053
TRAVELERS COS INC	1/24/2007	4/26/2010	635	32,963	33,127	164
TRAVELERS COS INC	1/24/2007	2/16/2010	40	2,076	2,033	(43)
TRAVELERS COS INC	9/29/2005	2/16/2010	140	6,217	7,115	898
US TSY 3 375% NOV 30 20	12/20/2007	2/16/2010	16,000	15,976	16,934	957
PEPSICO INC 5 00%JUN01 1	11/21/2008	2/16/2010	8,000	7,633	8,404	771
US TSY 4 375% DEC 15 20	11/17/2009	11/29/2010	78,000	78,111	78,125	13
US TSY 4 375% DEC 15 20	6/9/2008	2/16/2010	21,000	21,270	21,697	427
US TSY 4 375% DEC 15 20	6/9/2008	11/29/2010	179,000	179,099	179,286	187
GAP INC DELAWARE	4/21/2008	2/16/2010	350	6,471	6,870	400
CITIGROUP FUNDING 2 25%	11/17/2009	11/29/2010	21,000	21,289	21,651	362
US TSY 4 125% AUG 15 20	4/16/2008	2/16/2010	22,000	22,239	22,422	183
US TSY 4 125% AUG 15 20	4/16/2008	8/16/2010	178,000	178,000	178,000	-
FRONTIER COMMUNICATIONS	9/2/2009	9/7/2010	206	1,615	1,572	(43)
FRONTIER COMMUNICATIONS	6/5/2009	9/7/2010	278	2,116	2,121	5
AETNA INC NEW	12/2/2004	2/16/2010	175	5,188	4,933	(255)
EXXON MOBIL CORP COM	10/16/2006	2/16/2010	90	6,250	5,887	(363)
WAL-MART STORES INC	8/1/2008	2/16/2010	95	5,496	5,061	(436)
SAFEWAY INC NEW	1/12/2006	2/16/2010	245	5,975	5,527	(448)
AT&T INC	12/4/2008	2/16/2010	205	5,744	5,203	(541)
AMGEN INC COM PV \$0 0001	11/5/2008	2/16/2010	170	10,289	9,593	(696)
KROGER CO	12/14/2006	2/16/2010	315	7,630	6,728	(902)
MICROSOFT CORP	12/12/2002	2/16/2010	200	5,452	5,634	182
MICROSOFT CORP	12/12/2002	10/25/2010	1,120	30,531	28,218	(2,313)
MICROSOFT CORP	12/12/2002	2/16/2010	185	5,043	5,211	168
LOCKHEED MARTIN CORP	8/25/2008	2/16/2010	60	6,854	4,557	(2,297)
LOCKHEED MARTIN CORP	11/29/2005	2/16/2010	10	610	759	150
L-3 COMMNCTNS HLDGS	10/10/2007	2/16/2010	135	14,467	11,866	(2,601)
L-3 COMMNCTNS HLDGS	8/27/2007	2/16/2010	10	994	879	(115)
CA INC	9/21/2007	2/16/2010	695	18,064	15,179	(2,885)
INTL PAPER CO	9/10/2007	2/16/2010	335	11,519	7,789	(3,730)
HONEYWELL INTL INC DEL	6/28/2007	2/16/2010	210	11,920	8,116	(3,803)
DOVER CORP	6/5/2008	2/16/2010	170	9,177	7,325	(1,851)
DOVER CORP	6/5/2008	8/9/2010	565	30,499	27,637	(2,862)
GOLDMAN SACHS GROUP INC	6/5/2009	6/28/2010	130	19,474	17,846	(1,628)
NRG ENERGY INC	12/28/2007	2/16/2010	400	17,344	8,904	(8,440)
FOREST LABS INC	8/29/2008	5/5/2010	1,090	39,075	29,260	(9,816)
FOREST LABS INC	8/29/2008	2/16/2010	185	6,632	5,444	(1,188)

Security Description	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
FOREST LABS INC	1/10/2007	2/16/2010	280	14,415	8,240	(6,175)
QWEST COMM INTL INC COM	10/15/2008	2/16/2010	220	638	977	339
QWEST COMM INTL INC COM	10/15/2008	1/26/2010	280	812	1,161	349
QWEST COMM INTL INC COM	2/2/2006	1/26/2010	11,565	71,214	47,957	(23,257)
PFIZER INC	10/15/2008	3/1/2010	300	4,989	5,302	313
PFIZER INC	4/21/2008	3/1/2010	4,055	82,580	71,664	(10,917)
PFIZER INC	9/17/2004	3/1/2010	2,500	79,821	44,182	(35,639)
PFIZER INC	2/27/2004	3/1/2010	1,085	40,297	19,175	(21,122)
PFIZER INC	2/27/2004	2/16/2010	915	33,983	16,241	(17,742)
PFIZER INC	5/12/2003	2/16/2010	190	6,317	3,372	(2,945)
Long Term Total				<u>2,679,446</u>	<u>2,805,831</u>	<u>126,385</u>

Security Description	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
STANDARD&POORS DEP RCPT	11/16/2010	12/17/2010	10,000	1,182,200	1,207,180	24,980
STANDARD&POORS DEP RCPT	7/20/2010	12/17/2010	5,000	532,542	568,290	35,748
STANDARD&POORS DEP RCPT	5/14/2010	10/18/2010	5,000	572,862	553,241	(19,621)
STANDARD&POORS DEP RCPT	5/14/2010	12/17/2010	5,000	572,861	568,290	(4,571)
STANDARD&POORS DEP RCPT	4/28/2010	9/17/2010	10,000	1,190,600	1,191,217	617
STANDARD&POORS DEP RCPT	2/4/2010	6/18/2010	10,000	1,074,691	1,118,977	44,286
CALL SPY JUL 00117 00	4/28/2010	7/19/2010	-100	(51,799)	-	51,799
BLACKROCK GNMA INST	4/26/2010	5/14/2010	9,315	95,479	96,690	1,211
BLACKROCK GNMA INST	4/1/2010	5/14/2010	1	10	10	-
BLACKROCK GNMA INST	3/31/2010	5/14/2010	616	6,295	6,394	99
BLACKROCK GNMA INST	2/26/2010	5/14/2010	541	5,524	5,616	92
BLACKROCK GNMA INST	2/1/2010	5/14/2010	1	10	10	-
BLACKROCK GNMA INST	1/29/2010	5/14/2010	531	5,416	5,512	96
BLACKROCK GNMA INST	1/4/2010	5/14/2010	1	10	10	-
BLACKROCK GNMA INST	12/31/2009	5/14/2010	529	5,332	5,491	159
BLACKROCK GNMA INST	12/23/2009	5/14/2010	3,759	38,003	39,018	1,015
BLACKROCK GNMA INST	12/1/2009	5/14/2010	1	10	10	-
BLACKROCK GNMA INST	11/30/2009	5/14/2010	486	5,089	5,045	(44)
BLACKROCK GNMA INST	11/2/2009	5/14/2010	1	10	10	-
BLACKROCK GNMA INST	10/30/2009	5/14/2010	594	6,136	6,166	30
BLACKROCK GNMA INST	9/30/2009	5/14/2010	503	5,181	5,221	40
BLACKROCK GNMA INST	8/31/2009	5/14/2010	691	7,076	7,173	97
BLACKROCK GNMA INST	8/3/2009	5/14/2010	1	10	10	-
BLACKROCK GNMA INST	7/31/2009	5/14/2010	759	7,711	7,878	167
BLACKROCK GNMA INST	6/30/2009	5/14/2010	1,130	11,424	11,729	305
BLACKROCK GNMA INST	6/4/2009	4/28/2010	117,416 83	1,185,910	1,200,000	14,090
BLACKROCK GNMA INST	6/4/2009	5/14/2010	76,879 11	776,479	798,005	21,526
LAUDER ESTEE COS INC A	1/27/2010	12/14/2010	875	46,876	68,979	22,103
LAUDER ESTEE COS INC A	1/15/2010	2/16/2010	125	6,240	7,207	967
LAUDER ESTEE COS INC A	1/15/2010	12/14/2010	80	3,994	6,307	2,313
LAUDER ESTEE COS INC A	1/15/2010	6/28/2010	1,010	50,422	56,743	6,321
COCA COLA ENTERPRISES	6/18/2009	2/16/2010	305	5,425	5,917	492
COCA COLA ENTERPRISES	6/18/2009	6/1/2010	2,780	49,450	72,390	22,940
FAMILY DOLLAR STORES	6/5/2009	2/16/2010	275	8,536	8,808	272
FAMILY DOLLAR STORES	6/5/2009	4/14/2010	2,225	69,064	86,197	17,133
CHECK POINT SOFTWRE TECH	6/5/2009	2/16/2010	1,970	47,203	64,241	17,038
NORTHROP GRUMMAN CORP	9/2/2009	2/16/2010	240	11,513	14,193	2,680
COMPUTER SCIENCE CRP	3/11/2009	2/16/2010	265	8,905	13,651	4,746
DARDEN RESTAURANTS INC	6/5/2009	2/16/2010	265	9,345	10,698	1,353
DARDEN RESTAURANTS INC	6/5/2009	4/26/2010	685	24,157	32,953	8,796
WALGREEN CO	6/17/2010	8/16/2010	820	23,948	23,047	(901)
WALGREEN CO	6/17/2010	10/11/2010	2,340	68,340	78,698	10,358
ACE LIMITED	6/5/2009	2/16/2010	110	5,023	5,349	326
ACE LIMITED	4/1/2009	2/16/2010	20	792	973	181
EATON CORP	2/10/2010	2/16/2010	65	4,165	4,304	139
EATON CORP	2/10/2010	9/7/2010	455	29,155	34,481	5,326
BMC SOFTWARE INC	9/2/2009	8/31/2010	705	24,851	25,516	665
ARCHER DANIELS MIDLD	6/5/2009	4/6/2010	780	21,937	22,026	89
ARCHER DANIELS MIDLD	2/13/2009	1/12/2010	1,715	49,398	52,133	2,735
BP CAP MARKETS PL 3 87%	3/24/2009	2/16/2010	22,000	21,964	22,801	837
VERIZON COMMUNICATIONS	11/17/2009	2/16/2010	19,000	21,211	20,918	(293)
CISCO SYSTEMS INC 4 45%	11/17/2009	2/16/2010	22,000	22,193	21,705	(488)

Security Description	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
FLOWSERVE CORP	9/16/2009	2/16/2010	55	5,429	5,250	(179)
FLOWSERVE CORP	9/16/2009	8/9/2010	530	52,314	53,763	1,449
GARMIN LTD (KAYMAN IS)	9/2/2009	2/16/2010	220	7,024	7,201	177
GARMIN LTD (KAYMAN IS)	9/2/2009	6/15/2010	805	25,701	26,439	738
CONAGRA FOODS INC	6/24/2009	2/16/2010	235	4,711	5,595	884
TEXAS INSTRUMENTS	10/7/2009	2/16/2010	290	6,669	7,124	455
NABORS INDUSTRIES LTD	11/25/2009	2/16/2010	160	3,430	3,806	376
MARATHON OIL CORP	7/8/2009	2/16/2010	235	6,567	6,914	347
CITIGROUP FUNDING 2 25%	11/17/2009	2/16/2010	16,000	16,304	16,282	(22)
US TSY 4 125% AUG 15 20	11/17/2009	8/16/2010	88,000	88,000	88,000	-
TJX COS INC NEW	12/16/2009	2/16/2010	150	5,593	5,728	135
US TSY 1 375% NOV 15 20	11/17/2009	2/16/2010	17,000	17,045	17,053	8
VERIZON COMMUNICATNS COM	6/5/2009	2/16/2010	205	6,041	5,967	(74)
GARMIN LTD	9/2/2009	6/29/2010	1,490	47,570	44,220	(3,350)
DISCOVER FINL SVCS	11/11/2009	2/16/2010	225	3,518	2,959	(559)
DISCOVER FINL SVCS	11/11/2009	3/31/2010	3,905	61,049	58,250	(2,799)
APOLLO GROUP INC CL A	4/1/2009	1/11/2010	900	60,268	53,625	(6,643)
ENSCO INTL LTD SPNSR ADR	10/21/2009	1/5/2010	1,130	55,291	48,307	(6,984)
GOLDMAN SACHS GROUP INC	9/16/2009	6/28/2010	130	23,289	17,846	(5,443)
GOLDMAN SACHS GROUP INC	7/8/2009	6/28/2010	385	52,634	52,853	219
GOLDMAN SACHS GROUP INC	6/5/2009	2/16/2010	60	8,988	9,329	341
GOLDMAN SACHS GROUP INC	6/5/2009	5/24/2010	175	26,216	24,514	(1,702)
FREEMPT-MCMRAN CPR & GLD	4/20/2010	7/26/2010	905	73,817	64,051	(9,766)
PRIDE INTL INC DEL	10/22/2009	2/16/2010	70	2,342	2,119	(223)
PRIDE INTL INC DEL	10/22/2009	4/8/2010	1,865	62,381	57,108	(5,273)
PRIDE INTL INC DEL	10/22/2009	3/3/2010	1,025	34,284	29,167	(5,117)
QWEST COMM INTL INC COM	3/27/2009	2/16/2010	350	1,383	1,554	171
AES CORP	9/24/2009	2/16/2010	545	8,047	6,366	(1,681)
AES CORP	9/24/2009	6/3/2010	7,045	104,012	69,458	(34,554)
Short Term Total				8,739,096	8,958,276	219,180
Grand Total				11,418,542	11,764,107	345,565

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - WACHOVIA	27.	27.
TOTAL	<u>27.</u>	<u>27.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME MERRILL LYNCH	222,387.	222,387.
INTEREST INCOME MERRILL LYNCH	176,434.	176,434.
TOTAL	<u>398,821.</u>	<u>398,821.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	4,500.			4,500.
TOTALS	<u>4,500.</u>	<u>0.</u>	<u>0.</u>	<u>4,500.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	90,595.	90,595.
TOTALS	<u>90,595.</u>	<u>90,595.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAXES ON INVEST INCOME	3,082.
TOTALS	<u>3,082.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION OTHER EXPENSES	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
	2,985.	2,985.
TOTALS	<u>2,985.</u>	<u>2,985.</u>

ATTACHMENT 7FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL TAX	12,000.	10,918.	10,918.
TOTALS	<u>12,000.</u>	<u>10,918.</u>	<u>10,918.</u>

EDNA SPROULL WILLIAMS FOUNDATION

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

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 8</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT	2,475,734.	1,664,237.	1,721,145.
US OBLIGATIONS TOTAL	<u>2,475,734.</u>	<u>1,664,237.</u>	<u>1,721,145.</u>

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>U. S. Government Obligations</u>			
United States Treasury Nts 5 0% Due 8/15/11	81,544	159,740	161,613
United States Treasury Note 4 375% 12/15/10	143,750	-	-
United States Treasury Note 3 375% 11/30/12	197,706	181,729	191,824
Federal National Mort Assoc 5 375% Due 6/01/17	231,652	-	-
Fed Home Loan Mtg Corp 4 875% 11/15/13	240,653	181,827	197,304
United States Treasury Note 4 125% 8/15/10	202,774	175,813	172,669
United States Treasury Note 4 375% 12/15/10	203,001	-	-
Federal National Mort Assoc 3 625 8/15/11	29,127	-	-
Federal National Mort Assoc	31,373	-	-
Fed Nat'l Mort Assoc Global Notes 4 75% 9/15/12	270,649	196,387	201,005
Fed Nat'l Mort Assoc	124,749	122,303	125,495
Fed Nat'l Mort Assoc	8,618	8,392	8,509
Fed Home Loan Mtg Corp	87,820	86,124	89,785
Fed Nat'l Mort Assoc	93,069	268,271	286,694
Fed Home Loan Mtg Corp	7,749	7,562	7,759
United States Treasury Note	101,788	-	-
United States Treasury Note	90,139	-	-
United States Treasury Note	81,011	-	-
Unoted States Treasury Note 1 375% 11/15/12	211,587	194,355	196,894
Federal Nat'l Mort Assoc	36,975	-	-
Federal Home Loan Mortgage Corp	-	81,734	81,594
U. S. Government Obligations	2,475,734	1,664,237	1,721,145

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT	7,577,652.	6,982,721.	7,696,585.
TOTALS	<u>7,577,652.</u>	<u>6,982,721.</u>	<u>7,696,585.</u>

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>Corporate Stock</u>			
Apollo Group Inc	60,268	-	-
Ace Limited	52,619	60,974	76,256
Aetna Inc	83,558	78,370	53,240
AES Corp	112,058	-	-
Amgen Inc	93,206	140,896	130,113
A T & T Inc	50,153	61,290	63,607
Archer Daniles Midland	111,946	-	-
Blackrock GNMA Inst	2,043,041	964,054	954,624
BMC Software Inc	82,541	-	-
CA inc	156,208	138,145	130,363
Checkpoint Software Tech	47,203	-	-
Chevron Corp	117,436	130,775	235,882
Chubb Corp	104,175	68,288	92,740
Coca Cola Enterprises	54,875	12,843	13,154
Computer Science Corp	72,754	45,534	67,208
Conagra Foods Inc	60,347	55,635	62,660
Conocophillips	132,370	192,428	179,784
CSX Corp	39,156	-	-
Darden Restaurants Inc	74,865	41,363	55,960
Discover Finl Svcs	64,566	-	-
Dover Corp	96,917	57,242	69,263
Ensco Intl Ltd	55,291	-	-
Exxon Mobil Corp	99,642	120,219	131,250
Family Dollar stores	77,600	-	-
Flowserve Corp	57,743	-	-
Forest Laboratories Inc	142,125	82,003	74,354
Gap Inc	85,594	108,643	130,958
Garmin Ltd	80,294	-	-
Goldman Sachs Group Inc	130,601	-	-
Hewlett Packard Co	58,583	10,859	10,946
Honeywell International Inc	96,677	84,758	81,866
IBM Corp	159,886	124,312	176,112
International Paper Co	85,267	132,592	133,885
Johnson & Johnson	145,903	133,135	153,697
Kroger Co	62,306	54,677	50,310
L-3 Communications Hldgs	140,733	125,272	82,403
Lockheed Martin Corp	98,551	91,087	57,186
Marathon Oil Corp	53,090	56,732	72,394
McKesson Corp	72,372	32,858	66,157
Medco Health Solutions Inc	112,645	-	-
Microsoft Corp	155,448	200,639	189,788
Nabors industries Ltd	66,671	63,241	69,207
NRG Energy Inc	119,629	102,285	58,327
Northrop Grumman Corp	110,337	64,409	83,566
Occidental Petroleum	53,073	67,103	135,869
Pfizer	247,988	10,717	10,856

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
Pride Intl Inc	99,007	-	-
Qwest Communication International	124,844	62,615	109,737
Raytheon Co	115,300	118,078	120,021
Ross Stores Inc	81,537	59,994	114,799
Safeway Inc	60,369	54,394	50,715
Sysco Corp	56,361	-	-
TJX Cos Inc	94,419	88,826	105,870
Texas Instruments	66,459	59,790	84,500
Altera Corp	-	96,649	104,427
Apple Inc	-	50,519	64,512
Capital One Finl	-	127,020	127,467
Travelers Cos Inc	128,116	86,859	96,935
Unum Group	102,997	78,392	113,955
Verizon Communications Corp	66,319	82,134	98,753
Walmart Stores	66,824	71,675	67,413
WellPoint Inc	73,434	66,753	99,505
Western Digital Corp	88,443	81,731	86,445
Xilinx Inc	74,912	-	-
Abbott Labs	-	10,054	10,061
American Express Company	-	7,543	6,953
Bank of Nova Scotia	-	14,121	14,300
BHP Billiton Ltd	-	37,449	38,097
Bristol Myers Squibb Co	-	16,346	16,418
Cameco Corp	-	13,227	13,729
Canadian National Railway Co	-	11,454	11,300
Caterpillar Inc	-	24,106	24,352
Clorox Co	-	11,909	12,023
Consol Energy Inc	-	7,340	8,286
Deere Co	-	19,898	19,932
Diageo PLC	-	15,525	15,609
Dominion Resources Inc	-	15,197	15,379
Dupont E I De Nemours	-	22,124	22,446
Enbridge Inc	-	10,515	10,716
EQT Corp	-	7,401	7,623
Exelon Corporation	-	8,215	8,328
First Energy Corp	-	6,871	7,034
General Electric Co	-	17,036	17,558
General Mills	-	7,285	7,118
General Dynamics Corp	-	10,505	10,644
Home Depot Inc	-	10,090	10,167
Intel Corp	-	9,441	9,253
JP Morgan Chase & Co	-	32,837	33,936
Kimberly Clark	-	10,561	10,717
Lornlard Inc	-	9,093	9,028
McDonalds Corp	-	20,097	19,959
Meadwest Vaco Corp	-	8,628	8,633
Merck Co Inc	-	12,884	12,615
Nextera Energy Inc	-	12,945	12,999

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
NorthEast Utilities	-	7,659	7,651
Peabody Energy Corp	-	10,536	10,878
Philip Morris Intl Inc	-	18,401	18,145
Praxair Inc	-	14,828	15,276
Procter & Gamble Co	-	17,171	17,369
Prudential Financial Inc	-	60,246	62,820
Public Service Enterprise Group	-	7,580	7,634
Rio Tinto PLC	-	13,455	13,615
Royal Bank Canada	-	6,808	6,807
Schlumberger Ltd	-	12,328	12,525
Sempra Energy	-	6,721	6,822
Southern Company	-	12,162	12,224
Total SA	-	16,193	16,044
Travelers Cos Inc	-	20,075	20,056
Unilever NV	-	17,643	17,584
United Techs Corp	-	21,339	21,254
US Bancorp	-	12,588	12,946
V F Corporation	-	11,394	11,204
Vodafone Group PLC	-	9,494	9,254
Wells Fargo & Co	-	25,022	25,723
Weyerhaeuser Co	-	9,538	10,033
3 M Company	-	11,123	11,219
Cardinal Health Inc	-	116,438	126,231
Citigroup Inc	-	129,360	152,306
Dr Pepper Snapple Group	-	104,765	95,459
Eaton Corp	-	53,816	78,163
Freeport McMoran Cpr & Gld	-	65,913	116,487
Hershey Co	-	78,833	73,083
Limited Brands Inc	-	89,310	109,399
Motorola Inc	-	122,220	133,646
News Corp	-	64,574	74,620
Sandisk Corp	-	108,678	123,653
Sara Lee Corp	-	61,395	73,367
Symantec Corp	-	107,631	111,907
Target Corp	-	118,811	132,587
Williams Companies Inc	-	99,169	124,342
Corporate Stock	7,577,652	6,982,721	7,696,585

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT	2,350,086.	2,210,227.	2,343,852.
TOTALS	<u>2,350,086.</u>	<u>2,210,227.</u>	<u>2,343,852.</u>

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
Corporate Bonds			
Goldman Sachs Group Inc 5 35% 1/15/16	228,214	-	-
A T & T Inc 5 5% 2/1/18	195,875	221,708	248,837
General Electric Co 5 0% 2/1/13	204,252	234,328	246,932
JP Morgan Chase 5.125% 9/15/14	217,846	281,261	302,196
Pepsico Inc 5 0% 6/1/18	66,785	121,096	133,572
A T & T Inc	73,318	-	-
BP Capital Markets 3.875% 3/10/15	168,721	230,941	234,148
BP Capital Markets	111,059	-	-
General Electric Co	80,842	-	-
Citigroup Funding Inc 2 25% 12/10/12	212,136	173,262	175,892
Cisco Systems Inc 4 45% 1/15/20	283,485	230,859	239,923
Goldman Sachs Group Inc	80,237	254,348	286,865
Pepsico Inc	62,276	-	-
JP Morgan Chase	90,065	-	-
Verizon Communications 6 35% 4/1/19	274,975	225,900	235,447
Walmart Stores 2 875% 4/1/15	-	236,524	240,040
Corporate Bonds	2,350,086	2,210,227	2,343,852

EDNA SPROULL WILLIAMS FOUNDATION

51-0198606

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

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

EDNA SPROULL WILLIAMS FOUNDATION

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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

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

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MERRILL LYNCH 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	INVESTMENT ADVISORY	90,595.
TOTAL COMPENSATION		<u>90,595.</u>

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

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED STATEMENT

NONE

FURTHER THE CHARITABLE GOALS OF THE DONEE
ORGANIZATION

728,610

501(C)(3) ORG

TOTAL CONTRIBUTIONS PAID

728,610

Edna Sproull Williams Foundation

51-0198606

December 31, 2010

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Baptist Foundation 1320 Hendricks Ave, Suite 2 Jacksonville, F1987L 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide financial counseling to its members	20,000
Calvary Ministries International 2923 Woodland Drive Edgewater, FL 32141	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to offer children's church, children's ministry etc	5,000
Christian Healing Ministries, Inc. P.O. Box 9520 Jacksonville, Florida 32208	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to complete its religious and charitable works	50,000
Community Connections PO Box 41086 Jacksonville, FL 32203	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to strengthen homeless & low income families to enable them to achieve self-sufficiency and become productive members of the community	20,000
Downtown Ecumenical Council 215 Ocean St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission	25,000
Dr. Francis and Mary Parker Foundation 38 Deerhaven Ln Asheville, NC 28803	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of operating an art museum	12,500
East-West Ministries 4450 Sojourn Drive, Suite 100 Addison TX 75001-5043	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to reach those people groups where less than 2% of the group has heard of Christ	10,000
Family First (Florida Family Council) 5211 W Laurel Street Tampa, FL 33607	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission	20,000
Family Nurturing Center 1221 King St Jacksonville, FL 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to continue to develop and maintain a multifaceted supervised visitation & parent education center for children currently placed in foster care	10,000

Edna Sproull Williams Foundation

51-0198606

December 31, 2010

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
First Presbyterian Church 118 East Monroe Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of making disciples and equipping them for ministry	21,000
Girl Scouts 1000 Shearer Street Jacksonville, FL 32205	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to build girls of courage, confidence, and character who make the world a better place	20,000
Gordon-Conwell Theological Seminary 130 Essex Street South Hamilton, MA 01982	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide graduate theological education	10,000
Greenwood School 9920 Regency Square Blvd Jacksonville, FL 32225	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	12,000
Here's Life Inner City Jacksonville 5860 Mt. Carmel Terrace Jacksonville, Florida 32216	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide hope and practical help for the poor of metropolitan Jacksonville, FL.	5,000
Hope Haven 4600 Beach Blvd Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide excellence in educational, psychological & therapeutic services for children, young adults and families with special needs.	10,000
Hubbard House PO Box 4909 Jacksonville, FL 32201	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of breaking the cycle of domestic violence in Northeast Florida	10,000
Inn Ministry 1720 Hamilton St Jacksonville, FL 32210	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of providing housing for unwed mothers	10,000
International Cooperating Ministries 606 Aberdeen Road Hampton, VA 23661	None	501(c)(3) Organization Public Charity church	Provide funding to enable the organization to further its mission of nurturing believers and assisting church growth worldwide	25,000
Intervarsity Christian Fellowship PO Box 7895 Madison, WI 53707-7895	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of pioneer evangelical student witness in countries where there was none	5,000

Edna Sproull Williams Foundation

51-0198606

December 31, 2010

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Jacksonville Community Council Inc 2434 Atlantic Boulevard, Suite 100 Jacksonville, Florida 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of involving citizens productively in the public life of the community	5,000
Jacksonville Symphony Association 300 West Water Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to encourage and expand musical appreciation in the community	10,000
Jacksonville University 2800 University Boulevard North Jacksonville, FL 32211-3394	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	15,000
Junior Achievement of Jacksonville 4049 Woodcock Dr., Ste 200 Jacksonville , FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to educate and inspire young people to value free enterprise, business and economics to improve the quality of their lives	5,000
L'Arche Harbor House 700 Arlington road N Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to bring together those with disabilities and those without disabilities to share their lives together in community creating a family atmosphere.	5,000
Leadership Jacksonville 4040 Woodcock Dr Ste 155 Jacksonville, FL 32207	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to develop community leaders	6,550
Literacy Pros of Jacksonville 118 East Monroe Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to find new ways to provide literacy training to the community	6,240
Local Initiatives Support Corp. 10 West Adams St. Suite 100 Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of helping nonprofit community development organizations transform distressed neighborhoods into healthy & sustainable communities	20,000
MalVai Washington Kids Foundation 1096 W. 6th Street Jacksonville, FL 32209	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of utilizing tennis as a catalyst to provide other afterschool activities for youth including tutoring & homework assistance & character development	5,000
Mayo Foundation 4500 San Pablo Road Jacksonville, FL 32224	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of providing the best care to every patient every day through integrated clinical practice, education and research	10,000

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Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Mercy Ships Inc P.O. Box 2020 Garden Valley, Texas 75771-2020	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to operated a fleet of hospital ships in developing nations since 1978 Mercy Ships brings hope and healing to the poor, mobilizing people and resources worldwide	15,000
Murray Hill Ministries 932 Edgewood Ave S Jacksonville, FL 32205	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of Evangelism	5,000
PACE Center for Girls One W Adams Street Jacksonville, FL 32202	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide girls and young women an opportunity for a better future through education, counseling, training and advocacy.	15,000
Planned Parenthood 3850 Beach Blvd Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide care and education to women for family planning	6,820
Prisoners of Christ 1715 Boulevard Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide Christian ministry & financial assistance to men release from prison	10,000
Red Cross 751 Riverside Avenue Jacksonville, FL 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to prepare communities for emergencies and keep people safe everyday	30,000
Riverside Fine Arts Association 1100 Stockton Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	7,500
Second Harvest 4615 Philips Hwy Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to food for the homeless and poor in the community	20,000
SOS 6974 Wilson Blvd Jacksonville, FL 32210	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to changing today's youth culture by teaching life skills to avoid premarital sex, drugs and alcohol.	10,000

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Part XV Grants Paid					
Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount	
St. Mary's Outreach Ministry 4129 Oxford Avenue Jacksonville, FL 32210	None	501(c)(3) Organization Church	Provide funding to enable the organization to further its mission to provide ministry services	7,500	
Sulzbacher Center Medical Clinic 611 East Adams Street Jacksonville, Florida 32202-2847	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to empower homeless and at-risk men, women and children to achieve a better life through a full range of services,	35,000	
Theatre Works, Inc. 630 May Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	5,000	
The Bridge of Northeast Florida Inc. 1824 Pearl Street Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to create a healthy environment that generates hope for children & families, empowering them to develop as responsible members of society	15,000	
The Sanctuary 4751 Walgreen Rd Jacksonville, FL 32209	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to create self sufficient adults by providing nurturing relationships, academic support and a safe and enriching environment	10,000	
Tree Hill, Inc 7152 Lone Star Road Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide environmental education	6,000	
United Way 1300 Riverplace Blvd Ste 500 Jacksonville, FL	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide funding to community based organizations in need	20,000	
University of Florida Foundation P.O. Box 14425 Gainesville, FL 32604	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide education	10,000	
Volunteers in Medicine 41 E Duval St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to serve the working uninsured & their families by providing access to free, high quality primary and preventive health care services	20,000	
WJCT 100 Festival Park Avenue Jacksonville, Florida 32202-1397	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide membership supported television & radio audiences with non commercial education, cultural and civic programming	12,500	

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Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
YMCA of Florida's First Coast 12735 Gran Bay Pkwy W, Suite 250 Jacksonville, FL 32258	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to meet the health and social service needs of 16.9 million men, women and children.	50,000
Young Life PO Box 2173 Jacksonville , FL 32203-2173	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of introducing adolescents to Jesus Christ and helping them grow in their faith	30,000

TOTAL

728,610

FEDERAL FOOTNOTES

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

Form **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	EDNA SPROULL WILLIAMS FOUNDATION	51-0198606
	Number, street, and room or suite no. If a P.O. box, see instructions C/O MR. JAMES BURKE	
	2046 EVENTIDE ROAD	
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
SWITZERLAND, FL 32259		

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MR. JAMES W. BURKE

Telephone No ► 904 287-0101

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	13,418.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	10,918.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	2,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	EDNA SPROULL WILLIAMS FOUNDATION	51-0198606
	Number, street, and room or suite no. If a P.O. box, see instructions	
	C/O MR. JAMES BURKE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SWITZERLAND, FL 32259	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ MR. JAMES W. BURKE
Telephone No ☒ 904 287-0101 FAX No ☐ _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 20 11
- 5 For calendar year 2010, or other tax year beginning _____, 20 _____, and ending _____, 20 _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO
FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	13,418.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	13,418.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ *Jeffrey Matanfort* Title ☒ CPA Date ☒ 07/29/2011

Form 8868 (Rev. 1-2011)