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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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: WILLIAMSON FAMILY FOUNDATION

A Employer identification number: 34-6568495

Number and street (or P O box number if mail is not delivered to street address): 8399 TIPPECANOE ROAD

Room/suite:

B Telephone number: (330)533-5786

City or town, state, and ZIP code: CANFIELD, OH 44406

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

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,839,294.

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

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))

		(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	21,200.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	47.	47.		STATEMENT 1
	4 Dividends and interest from securities	45,246.	45,246.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	86,825.			
	b Gross sales price for all assets on line 6a 346,000.				
	7 Capital gain net income (from Part IV, line 2)		86,825.		
	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)				
	11 Other income	-652.	-652.		STATEMENT 3
	12 **Total** Add lines 1 through 11	152,666.	131,466.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	3,830.	0.		0.
	c Other professional fees STMT 5	34,392.	34,192.		0.
	17 Interest				
	18 Taxes STMT 6	1,945.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	40,167.	34,192.		0.
	25 Contributions, gifts, grants paid	115,777.			115,777.
	26 **Total expenses and disbursements** Add lines 24 and 25	155,944.	34,192.		115,777.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-3,278.			
	b **Net investment income** (if negative, enter -0-)		97,274.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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13481025 759239 WKBNFND990 2011.04020 WILLIAMSON FAMILY FOUNDATIO WKBNFND1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	335,224.	299,818.	299,818.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,882.	4,048.	4,048.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,712,774.	1,535,428.	1,535,428.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,053,880.	1,839,294.	1,839,294.
Liabilities	17 Accounts payable and accrued expenses	1,102.	2,356.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	1,102.	2,356.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	2,052,778.	1,836,938.	
	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			
	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**	2,052,778.	1,836,938.	
	31 **Total liabilities and net assets/fund balances**	2,053,880.	1,839,294.	

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	2,052,778.
2	Enter amount from Part I, line 27a	2	-3,278.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,049,500.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	212,562.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,836,938.

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				
b	SEE ATTACHED STATEMENT			
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	346,000.		283,252.	86,825.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				86,825.

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	86,825.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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))
2010	100,095.	1,906,867.	.052492
2009	98,846.	1,707,128.	.057902
2008	473,913.	2,521,226.	.187969
2007	463,088.	3,274,326.	.141430
2006	593,433.	3,645,748.	.162774

2	**Total** of line 1, column (d)	2	.602567
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	.120513
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,419,154.
5	Multiply line 4 by line 3	5	171,027.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	973.
7	Add lines 5 and 6	7	172,000.
8	Enter qualifying distributions from Part XII, line 4	8	115,777.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	1,945.
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	1,945.
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	1,945.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 5,993.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	5,993.
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	4,048.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 4,048. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ WARREN P. WILLIAMSON, III, TRUSTEE Telephone no ▶(330)533-5786

Located at ▶ 8399 TIPPECANOE ROAD, CANFIELD, OH ZIP+4 ▶44406

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2011, 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		X
See 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 instructions)? N/A	1b		
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 instructions.) N/A	2b		
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 2011 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 2011)* N/A	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 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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 STATEMENT 9		0.	0.	0.

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,440,765.
b	Average of monthly cash balances		1b	0.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,440,765.
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	1,440,765.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	21,611.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,419,154.
6	**Minimum investment return** Enter 5% of line 5		6	70,958.

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

1	Minimum investment return from Part X, line 6		1	70,958.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 1,945.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,945.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	69,013.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	69,013.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	69,013.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	115,777.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	115,777.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	115,777.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				69,013.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 419,546.				
b From 2007 304,200.				
c From 2008 348,306.				
d From 2009 13,490.				
e From 2010 4,868.				
f **Total** of lines 3a through e	1,090,410.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 115,777.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				69,013.
e Remaining amount distributed out of corpus	46,764.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,137,174.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	419,546.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	717,628.			
10 Analysis of line 9				
a Excess from 2007 304,200.				
b Excess from 2008 348,306.				
c Excess from 2009 13,490.				
d Excess from 2010 4,868.				
e Excess from 2011 46,764.				

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

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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					
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 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).)

SEE STATEMENT 10

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see 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				
AMERICAN RED CROSS SALINAS, CA	N/A	N/A	CHARITABLE	250.
UNITED WAY OF MONTEREY COUNTY SALINAS, CA	N/A	N/A	CHARITABLE	3,500.
CULVER EDUCATION FOUNDATION CULVER, IN	N/A	N/A	EDUCATIONAL	2,000.
MONTEREY BAY AQUARIUM SALINAS, CA	N/A	N/A	CHARITABLE	2,500.
EISENHOWER MEDICAL CENTER RANCHO MIRAGE, CA	N/A	N/A	CHARITABLE	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	115,777.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	47.	
4 Dividends and interest from securities			14	45,246.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-652.	
8 Gain or (loss) from sales of assets other than inventory			18	86,825.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		131,466.	0.
13 **Total** Add line 12, columns (b), (d), and (e)				13	131,466.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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) is based on all information of which preparer has any knowledge

W Williamson III 12-11-13 Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GREGORY GETT		10/31/12		P00152977

Firm's name ▶ PACKER THOMAS — Firm's EIN ▶ 34-1667340

Firm's address ▶ 6601 WESTFORD PLACE, SUITE 101 CANFIELD, OH 44406 — Phone no (330)533-9777

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	Employer identification number
WILLIAMSON FAMILY FOUNDATION	34-6568495

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 33 1/3% 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, total 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 total 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 Part I, 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)

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

123451 01-23-12

Name of organization	Employer identification number
WILLIAMSON FAMILY FOUNDATION	34-6568495

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LOWRY A STEWART 3528 ARCADIA DR. CARSON CITY, NV 89705	$ 10,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	MARTHA J STEWART P.O. BOX 10905 JACKSON, WY 83002	$ 10,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
WILLIAMSON FAMILY FOUNDATION	34-6568495

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: WILLIAMSON FAMILY FOUNDATION

Employer identification number: 34-6568495

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ $

Use duplicate copies of Part III if additional space is needed

(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 + 4	Relationship of transferor to transferee

(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 + 4	Relationship of transferor to transferee

(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 + 4	Relationship of transferor to transferee

(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 + 4	Relationship of transferor to transferee

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	1826.484 SHS JPM SHORT DURATION BOND	P	04/10/08	01/05/11
b	2927.4 SHS MANNING & NAPIER FUND	P	12/01/08	01/05/11
c	1818.182 SHS JPM SHORT DURATION BOND	P	04/10/08	11/02/11
d	LONG TERM CAPITAL GAINS - PNC - SEE ATTACHED	P	VARIOUS	VARIOUS
e	SHORT TERM CAPITAL GAINS - PNC - SEE ATTACHED	P	VARIOUS	VARIOUS
f	LONG TERM CAPITAL GAINS FROM PASSTHROUGH ENTITIES		VARIOUS	VARIOUS
g	SHORT TERM CAPITAL GAINS FROM PASSTHROUGH ENTITIE		VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	20,000.		19,635.	365.
b	25,000.		15,662.	9,338.
c	20,000.		19,545.	455.
d	235,743.		202,352.	33,391.
e	26,737.		26,058.	679.
f				23,831.
g				246.
h	18,520.			18,520.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				365.
b				9,338.
c				455.
d				33,391.
e				679.
f				23,831.
g				246.
h				18,520.
i				
j				
k				
l				
m				
n				
o				

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	86,825.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

TRUST YEAR ENDING 12/31/2011

TAX PREPARER. 727
TRUST ADMINISTRATOR 1AY
INVESTMENT OFFICER 1HJ

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
75 0000 AT&T INC - 00206R102 - MINOR = 31000							
SOLD		10/25/2011	2139 70				
ACQ	75 0000	06/22/2009	2139.70	1809 75	329 95	LT15	Y
100 0000 ABBOTT LABS COM - 002824100 - MINOR = 31001							
SOLD		10/19/2011	5426.22				
ACQ	100.0000	09/25/2009	5426.22	4748 70	677 52	LT15	Y
75.0000 AMERICAN ELEC PWR INC COM - 025537101 - MINOR = 31001							
SOLD		10/25/2011	2924 94				
ACQ	50.0000	12/27/2010	1949.96	1797 50	152 46	ST	Y
	25 0000	02/19/2010	974 98	848 50	126 48	LT15	Y
50 0000 AMERICAN EXPRESS CO COM - 025816109 - MINOR = 31001							
SOLD		10/25/2011	2510 95				
ACQ	50.0000	03/08/2011	2510 95	2249 49	261 46	ST	
25 0000 AMGEN INC COM - 031162100							
SOLD		10/25/2011	1438 97				
ACQ	25.0000	06/22/2009	1438.97	1280.21	158 76	LT15	Y
75 0000 BECTON DICKINSON & CO COM - 075887109 - MINOR = 31001							
SOLD		10/25/2011	5861.13				
ACQ	75.0000	06/22/2009	5861 13	5131.04	730 09	LT15	Y
125 0000 CVS CORPORATION (DEL) COM - 126650100 - MINOR = 31000							
SOLD		10/25/2011	4502.44				
ACQ	125.0000	01/10/2005	4502.44	3040.10	1462 34	LT15	Y
50 0000 CHEVRONTEXACO CORP COM - 166764100 - MINOR = 31000							
SOLD		10/25/2011	5312 89				
ACQ	50.0000	06/22/2009	5312 89	3307.87	2005.02	LT15	Y
50 0000 CHUBB CORP COM - 171232101 - MINOR = 5010							
SOLD		10/25/2011	3399.93				
ACQ	50.0000	06/22/2009	3399.93	2013.43	1386 50	LT15	Y
125.0000 CISCO SYS INC COM - 17275R102							
SOLD		10/25/2011	2199.98				
ACQ	125.0000	01/24/2008	2199.98	3055.00	-855 02	LT15	Y
75 0000 COLGATE-PALMOLIVE CO COM - 194162103 - MINOR = 31001							
SOLD		10/25/2011	6803.86				
ACQ	50.0000	06/06/2007	4535.91	3327.87	1208 04	LT15	Y
	25.0000	01/10/2005	2267.95	1257.00	1010.95	LT15	Y
50.0000 CONOCOPHILLIPS - 20825C104 - MINOR = 31000							
SOLD		10/25/2011	3574.43				
ACQ	50.0000	08/06/2007	3574.43	3831.41	-256.98	LT15	Y
50.0000 DOMINION RES INC VA NEW COM - 25746U109 - MINOR = 3101							
SOLD		10/25/2011	2552.95				
ACQ	50.0000	06/22/2009	2552.95	1661.42	891.53	LT15	Y
25.0000 ENTERPRISE PRODUCTS PARTNERS L.P. - 293792107 - MINOR = 053601							
SOLD		10/25/2011	1112 47				
ACQ	25.0000	12/27/2010	1112.47	1029.25	83.22	ST	Y
CHANGED 01/26/12 MD3							
50.0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 31001							
SOLD		10/25/2011	4019.92				
ACQ	50.0000	06/22/2009	4019.92	3468.50	551 42	LT15	Y
100.0000 FEDERATED INVS INC PA CL B - 314211103 - MINOR = 053100							
SOLD		10/25/2011	1923.97				
ACQ	100.0000	08/06/2010	1923.97	2129.00	-205.03	LT15	Y
150 0000 GENERAL MILLS INC COM - 370334104 - MINOR = 3101							
SOLD		10/25/2011	5869.41				
ACQ	150.0000	06/22/2009	5869.41	4139.20	1730.21	LT15	Y
286.0760 HARBOR FD INTL FUND - 411511306 - MINOR = 050846							
SOLD		10/25/2011	15800.00				
ACQ	286.0760	05/06/2008	15800.00	20860.63	-5060.63	LT15	Y
125 0000 HEWLETT PACKARD CO COM - 428236103 - MINOR = 31001							
SOLD		10/25/2011	3186.21				
ACQ	125.0000	08/06/2010	3186.21	5767.25	-2581.04	LT15	Y
100.0000 HOME DEPOT INC COM - 437076102							
SOLD		10/25/2011	3635 98				
ACQ	100.0000	08/06/2010	3635.98	2859.80	776.18	LT15	Y
175 0000 ITT INDUSTRIES INC COM - 450911102 - MINOR = 053100							
SOLD		01/12/2011	10934.64				
ACQ	75.0000	09/29/2010	4686.27	3509.25	1177.02	ST	Y
	100.0000	06/22/2009	6248.37	4324.74	1923.63	LT15	Y
250.0000 INTEL CORP COM - 458140100 - MINOR = 31001							
SOLD		10/25/2011	6175.01				
ACQ	250.0000	07/25/2008	6175.01	5477.50	697.51	LT15	Y
50 0000 INTERNATIONAL BUSINESS MACHS CORP COM - 459200101 - MINOR = 31001							
SOLD		10/25/2011	9099 32				
ACQ	50.0000	06/22/2009	9099.32	5244.73	3854.59	LT15	Y
75 0000 J P MORGAN CHASE & CO COM - 46625H100 - MINOR = 31001							
SOLD		10/25/2011	2547 70				
ACQ	75.0000	01/10/2005	2547 70	2874.00	-326.30	LT15	Y
125 0000 LEGGETT & PLATT INC COM - 524660107 - MINOR = 053100							
SOLD		10/25/2011	2963 70				
ACQ	125.0000	11/01/2010	2963.70	2505.00	458.70	ST	Y
1116.5050 LITMAN GREGORY MASTERS INTERNATIONAL FUND CLASS IS - 53700T207 - MINOR = 050846							
SOLD		10/25/2011	14950.00				
ACQ	539.5490	01/10/2005	7224.56	8880.97	-1656.41	LT15	Y
	576.9560	01/20/2005	7725.44	9450.54	-1725.10	LT15	Y

TAX PREPARER 727
TRUST ADMINISTRATOR 1AY
INVESTMENT OFFICER. 1HJ

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
125 0000 MATTEL INC COM - 577081102 - MINOR = 1							
SOLD		10/25/2011	3512.44				
ACQ	125.0000	09/16/2010	3512.44	2798 50	713 94	LT15	Y
50 0000 MCDONALDS CORP COM - 580135101 - MINOR = 31001							
SOLD		10/25/2011	4629 41				
ACQ	50.0000	06/22/2009	4629 41	2866 80	1762.61	LT15	Y
100 0000 MEDCO HEALTH SOLUTIONS INC - 58405U102 - MINOR = 31000							
SOLD		10/25/2011	4815.95				
ACQ	100 0000	04/18/2006	4815.95	2742 00	2073 95	LT15	Y
125.0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001							
SOLD		10/25/2011	3379.99				
ACQ	125 0000	01/10/2005	3379 99	3336 25	43 74	LT15	Y
175.0000 NYSE EURONEXT - 629491101 - MINOR = 053100							
SOLD		03/08/2011	6215.88				
ACQ	175.0000	09/25/2009	6215.88	4967 92	1247.96	LT15	Y
75.0000 NEWMONT MINING CORP COM - 651639106 - MINOR = 053100							
SOLD		10/25/2011	4917.65				
ACQ	75.0000	12/27/2010	4917.65	4506.75	410.90	ST	Y
125.0000 NIKE INC CL B - 654106103 - MINOR = 31001							
SOLD		02/23/2011	10816.15				
ACQ	25.0000	06/22/2009	2163.23	1387 25	775 98	LT15	Y
	100.0000	11/17/2008	8652 92	4639 19	4013.73	LT15	Y
250 0000 ORACLE CORP COM - 68389X105 - MINOR = 5010							
SOLD		10/25/2011	8199.97				
ACQ	250.0000	01/10/2005	8199 97	3347.50	4852.47	LT15	Y
50 0000 PRICE T ROWE GROUP INC COM - 74144T108 - MINOR = 3101							
SOLD		10/25/2011	2624.44				
ACQ	50 0000	06/22/2009	2624 44	1994.43	630.01	LT15	Y
100 0000 QUALCOMM INC COM - 747525103 - MINOR = 31000							
SOLD		10/25/2011	5280.91				
ACQ	100.0000	01/10/2005	5280.91	4323.00	957.91	LT15	Y
17 4260 ROWE T PRICE MID-CAP GROWTH FD INC COM - 779556109 - MINOR = 050827							
SOLD		02/23/2011	1070.00				
ACQ	17.4260	06/23/2009	1070.00	637.44	432.56	LT15	Y
159 6760 ROWE T PRICE MID-CAP GROWTH FD INC COM - 779556109 - MINOR = 050827							
SOLD		10/25/2011	9175.00				
ACQ	159.6760	06/23/2009	9175.00	5840.95	3334.05	LT15	Y
22.4050 ROWE PRICE NEW HORIZONS FUND INC CAP - 779562107 - MINOR = 050842							
SOLD		02/23/2011	775.00				
ACQ	22.4050	01/24/2008	775.00	620.62	154.38	LT15	Y
116.1100 ROWE PRICE NEW HORIZONS FUND INC CAP - 779562107 - MINOR = 050842							
SOLD		10/25/2011	4000.00				
ACQ	116.1100	01/24/2008	4000.00	3216.24	783.76	LT15	Y
390 7990 ROWE T PRICE MID CAP VALUE F COM - 77957Y106 - MINOR = 050828							
SOLD		10/25/2011	8750 00				
ACQ	286.9900	01/10/2005	6425.71	6405.62	20.09	LT15	Y
	103.8090	01/20/2005	2324.29	2292.10	32.19	LT15	Y
18.5740 ROYCE FD TOTAL RETURN - 780905881 - MINOR = 050841							
SOLD		02/23/2011	250.00				
ACQ	18.5740	06/23/2009	250.00	159.55	90.45	LT15	Y
280.4490 ROYCE FD TOTAL RETURN - 780905881 - MINOR = 050841							
SOLD		10/25/2011	3500.00				
ACQ	280.4490	06/23/2009	3500.00	2409.06	1090.94	LT15	Y
100.0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 5020							
SOLD		10/25/2011	6939.96				
ACQ	75.0000	08/25/2008	5204.97	7278.00	-2073.03	LT15	Y
	25.0000	06/22/2009	1734.99	1321.43	413.56	LT15	Y
75.0000 SECTOR SPDR TR SBI BASIC INDS - 81369Y100 - MINOR = 053559							
SOLD		10/25/2011	2553.70				
ACQ	75.0000	11/13/2006	2553.70	2550.00	3.70	LT15	Y
118.9690 THIRD AVENUE INTERNATL VALUE FUND 448 - 884116500 - MINOR = 050853							
SOLD		10/25/2011	1800.00				
ACQ	118.9690	02/23/2011	1800.00	2100.99	-300.99	ST	Y
50.0000 3M COMPANY COM - 88579Y101							
SOLD		10/25/2011	3892.92				
ACQ	50.0000	12/27/2010	3892.92	4322.00	-429.08	ST	Y
100.0000 US BANCORP DEL COM NEW - 902973304 - MINOR = 31001							
SOLD		10/25/2011	2530 97				
ACQ	100.0000	02/19/2010	2530.97	2416.78	114.19	LT15	Y
50.0000 UNITED PARCEL SERVICE INC CL B - 911312106 - MINOR = 3101							
SOLD		10/25/2011	3489.93				
ACQ	50 0000	02/19/2010	3489 93	2905.98	583.95	LT15	Y
50.0000 UNITED TECHNOLOGIES CORP COM - 913017109 - MINOR = 31001							
SOLD		10/25/2011	3813.42				
ACQ	50 0000	09/29/2010	3813.42	3565 50	247.92	LT15	Y
150 0000 VANGUARD MSCI EMERGING MARKETS ETF - 922042858 - MINOR = 053549							
SOLD		10/25/2011	6079.38				
ACQ	140.0000	02/19/2010	5674 09	5525 59	148.50	LT15	Y
	10 0000	11/18/2008	405.29	215.30	189 99	LT15	Y
75.0000 VERIZON COMMUNICATIONS COM - 92343V104							
SOLD		10/25/2011	2738.19				
ACQ	75.0000	10/20/2009	2738.19	2023.13	715.06	LT15	Y
75.0000 VISA INC CLASS A SHARES - 92826C839 - MINOR = 053100							
SOLD		10/25/2011	6936.61				
ACQ	75.0000	06/22/2009	6936.61	4670 14	2266.47	LT15	Y

TRUST YEAR ENDING 12/31/2011

TAX PREPARER 727
TRUST ADMINISTRATOR 1AY
INVESTMENT OFFICER 1HJ

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
100 0000 WASTE MANAGEMENT INC NEW COM - 94106L109 - MINOR = 3101							
SOLD		10/25/2011	3413 44				
ACQ	100 0000	06/22/2009	3413 44	2782 89	630 55	LT15	Y
100 0000 WELLS FARGO & CO NEW COM - 949746101							
SOLD		10/25/2011	2608.99				
ACQ	100 0000	06/22/2009	2608 99	2323.81	285 18	LT15	Y
50 0000 WHIRLPOOL CORP COM - 963320106 - MINOR = 31001							
SOLD		10/25/2011	2902.94				
ACQ	50 0000	02/23/2011	2902 94	4037 37	-1134 43	ST	
		TOTALS	262479 96	228409.73			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	1552 23	0.00	33390.97	0.00	0 00	0 00*
COVERED FROM ABOVE	-872 97	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	223 04	0.00	1522.22			0 00
	902.30	0.00	34913.19	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	1552 23	0.00	33390.97	0.00	0.00	0 00*
COVERED FROM ABOVE	-872 97	0.00	0.00	0.00	0 00	
COMMON TRUST FUND	0.00	0 00	0.00			0 00
CAPITAL GAIN DIVIDENDS	223.04	0.00	1522.22			0 00
	902 30	0.00	34913.19	0.00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
OHIO	N/A	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME - JP MORGAN (GENERAL)	7.
INTEREST INCOME - JP MORGAN (LAS)	1.
INTEREST INCOME - JP MORGAN (MJS)	1.
INTEREST INCOME - JP MORGAN (MVHS)	20.
INTEREST INCOME - JP MORGAN (WPW)	1.
INTEREST INCOME - PNC (JDW)	5.
TAX EXEMPT INTEREST	12.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	47.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME - JP MORGAN (GENERAL)	9,438.	0.	9,438.
DIVIDEND INCOME - JP MORGAN (MVHS)	43,958.	16,775.	27,183.
DIVIDEND INCOME - PNC (JDW)	10,370.	1,745.	8,625.
TOTAL TO FM 990-PF, PART I, LN 4	63,766.	18,520.	45,246.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	-652.	-652.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-652.	-652.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	3,830.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,830.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSET MANAGEMENT FEES	32,048.	32,048.		0.
OTHER DEDUCTIONS FROM PASSTHROUGH ENTITIES	2,144.	2,144.		0.
FILING FEES	200.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	34,392.	34,192.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	1,945.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,945.	0.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
NET UNREALIZED LOSS ON MARKETABLE SECURITIES	212,560.
NONDEDUCTIBLE EXPENSES FROM JP MORGAN SCHEDULES K-1	2.
TOTAL TO FORM 990-PF, PART III, LINE 5	212,562.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PNC BANK INVESTMENTS	FMV	244,118.	244,118.
JP MORGAN - GENERAL (INVESTMENTS IN PARTNERSHIPS)	FMV	239,995.	239,995.
JP MORGAN INVESTMENTS (MVHS)	FMV	1,051,315.	1,051,315.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,535,428.	1,535,428.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WARREN P. WILLIAMSON, III 1568 HEIGHTS COURT MARCO ISLAND, FL 34145	CHAIRPERSON 0.00	0.	0.	0.
J.D. WILLIAMSON, II 74-360 DESERT BAJADA TRAIL INDIAN WELLS, CA 92210	VICE-CHAIR 0.00	0.	0.	0.
MARTHA STEWART P.O. BOX 10905 JACKSON, WY 83002	SECY./TREAS. 0.00	0.	0.	0.
LOWRY STEWART 3528 ARCADIA DR. CARSON CITY, NV 89705	TRUSTEE 0.00	0.	0.	0.
LYNN WILLIAMSON 2338 WOODHOUSE LANE CASTLE ROCK, CO 80109	TRUSTEE 0.00	0.	0.	0.
SUSAN BROWNLEE 11969 PASEO FUERTE EL CAJON, CA 92020	TRUSTEE 0.00	0.	0.	0.
WARREN P. WILLIAMSON, IV 101 SOUTHBEND COURT LOVELAND, OH 45140	TRUSTEE 0.00	0.	0.	0.

JOSEPH BRADLEY WILLIAMSON 7233 WEST MERCER WAY MERCER ISLAND, WA 98040	TRUSTEE 0.00	0.	0.	0.
JOHN BOYDSTON 7851 N.W. 89TH TERRACE #106 KANSAS CITY, MO 64153	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 10

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

MARTHA STEWART
LOWRY STEWART

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FOOD BANK OF MONTEREY COUNTY SALINAS, CA	N/A	N/A	CHARITABLE	250.
KINSHIP CENTER SALINAS, CA	N/A	N/A	CHARITABLE	250.
SALINAS COMMUNITY YMCA SALINAS, CA	N/A	N/A	CHARITABLE	250.
MONTEREY COMMUNITY HOSPITAL FOUNDATION SALINAS, CA	N/A	N/A	CHARITABLE	1,000.
SALINAS VALLEY MEMORIAL HOSPITAL FOUNDATION SALINAS, CA	N/A	N/A	CHARITABLE	1,000.
SALVATION ARMY SALINAS, CA	N/A	N/A	CHARITABLE	250.
THE LIVING BREATH FOUNDATION MONTEREY, CA	N/A	N/A	CHARITABLE	150.
THE LIVING DESERT PALM DESERT, CA	N/A	N/A	CHARITABLE	250.
THE MAHONING VALLEY HISTORICAL SOCIETY YOUNGSTOWN, OH	N/A	N/A	CHARITABLE	103,127.
Total from continuation sheets				106,527.

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- 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	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	WILLIAMSON FAMILY FOUNDATION	[X] 34-6568495
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 8399 TIPPECANOE ROAD	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CANFIELD, OH 44406	

Enter the Return code for the return that this application is for (file a separate application for each return) ... 0 4

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	01	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 ▶ WARREN P. WILLIAMSON, III, TRUSTEE
  Telephone No ▶ (330)533-5786 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 AUGUST 15, 2012, to file the exempt organization return for the organization named above The extension is for the organization's return for.
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning _____, and ending _____

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	$ 0.
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	$ 5,993.
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	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

123841
01-04-12

- 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)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions WILLIAMSON FAMILY FOUNDATION	Employer identification number (EIN) or [X] 34-6568495
	Number, street, and room or suite no If a P O box, see instructions 8399 TIPPECANOE ROAD	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions CANFIELD, OH 44406	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041 A	08
Form 990-EZ	01	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 ▶ WARREN P. WILLIAMSON, III, TRUSTEE

Telephone No ▶ (330)533-5786 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 NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning _____, and ending _____

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 INFORMATION IS REQUIRED FROM AN INDEPENDENT THIRD PARTY IN ORDER TO PREPARE 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	$ 0.
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	$ 5,993.
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	$ 0.

Signature and Verification must be completed for Part II only.

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 ▶ W P Williamson III Title ▶ Trustee Date ▶ 2/20/13

723842
C1-06-12