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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 THE WILLIAMS FAMILY FUND		A Employer identification number 38-2837463
Number and street (or P O box number if mail is not delivered to street address) 380 N OLD WOODWARD AVENUE	Room/suite 300	B Telephone number (see instructions) 248-642-0333
City or town, state, and ZIP code BIRMINGHAM MI 48009		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) ▶ $ 4,322,703

J Accounting method [X] Cash [ ] 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) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	8,955	8,955		
	4	Dividends and interest from securities	125,651	125,651		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	94,168			
	b	Gross sales price for all assets on line 6a 911,891				
	7	Capital gain net income (from Part IV, line 2)		94,168		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) Stmt 1	-1,932			
	12	**Total.** Add lines 1 through 11	226,842	228,774	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See Stmt 2	5,000			
	b	Accounting fees (attach schedule) Stmt 3	4,984			
	c	Other professional fees (attach schedule)				
	17	Interest	1,912			
	18	Taxes (attach schedule) (see instructions) Stmt 4	4,026			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 5	60,351	28,498		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	76,273	28,498	0	0
	25	Contributions, gifts, grants paid	228,500			228,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	304,773	28,498	0	228,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-77,931			
	b	**Net investment income** (if negative, enter -0-)		200,276		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	174,988	170,102	170,102
	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 instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 6	1,269,343	1,147,055	1,299,034
	c	Investments—corporate bonds (attach schedule) See Stmt 7	153,646	102,717	102,248
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 8	2,638,581	2,739,259	2,749,601
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 9)	2,224	1,718	1,718
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,238,782	4,160,851	4,322,703
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	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,238,782	4,160,851	
	30	**Total net assets or fund balances** (see instructions)	4,238,782	4,160,851	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,238,782	4,160,851	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,238,782
2	Enter amount from Part I, line 27a	2	-77,931
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,160,851
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	4,160,851

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 Worksheet			
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) 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				

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	94,168
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 instructions) If (loss), enter -0- in Part I, line 8		3	-13,459

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	223,000	4,623,559	0.048231
2009	289,274	4,472,120	0.064684
2008	310,783	5,815,576	0.053440
2007	312,446	6,626,025	0.047154
2006	266,630	6,221,130	0.042859

2 Total of line 1, column (d)	2	0.256368
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	0.051274
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,737,361
5 Multiply line 4 by line 3	5	242,903
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,003
7 Add lines 5 and 6	7	244,906
8 Enter qualifying distributions from Part XII, line 4	8	228,500

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	4,006
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	4,006
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	4,006
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,821		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	6,821
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	2,815
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 2,815 **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?		1a		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)?		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?	N/A	1c		
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		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) ▶ None				
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)

		Line	Yes	No
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 ▶ R JAMISON WILLIAMS JR Telephone no ▶ 248-642-0333

380 N OLD WOODWARD

Located at ▶ BIRMINGHAM MI ZIP+4 ▶ 48009

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

		Line	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.

			Line	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?	N/A	1c		
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* ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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 (see instructions).**

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
R JAMISON WILLIAMS JR 380 N OLD WOODWARD SUITE 300	BIRMINGHAM MI 48009	PRES/DIR 0.00	0	0	0
WENDY J LYNCH 3544 FRANKLIN RD	BLOOMFIELD HILLS MI 48302	DIRECTOR/VP 0.00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	3,375,458
b	Average of monthly cash balances	1b	198,182
c	Fair market value of all other assets (see instructions)	1c	1,235,864
d	**Total** (add lines 1a, b, and c)	1d	4,809,504
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	4,809,504
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	72,143
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,737,361
6	**Minimum investment return.** Enter 5% of line 5	6	236,868

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	236,868
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 4,006		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,006
3	Distributable amount before adjustments Subtract line 2c from line 1	3	232,862
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	232,862
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	232,862

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	228,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	228,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	228,500

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				232,862
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			227,971	
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 228,500				
a Applied to 2010, but not more than line 2a			227,971	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				529
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (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				
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				232,333
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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))

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 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

R JAMISON WILLIAMS 248-642-0333
380 N OLD WOODWARD AVENUE BIRMINGHAM MI 48009

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

See Statement 10

c Any submission deadlines

See Statement 11

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

ALL APPLICATIONS ARE REVIEWED BY THE BOARD OF TRUSTEES

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 See Statement 12				228,500
Total			▶ 3a	228,500
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					8,955
4 Dividends and interest from securities					125,651
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					94,168
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b STRENGTH CAPITAL	523000	-7,301			
c STRENGTH CAPITAL II	523000	6,072			
d UBS QUARANGLE	523000	-719			
e KKR & CO	523000	16			
12 Subtotal Add columns (b), (d), and (e)		-1,932		0	228,774

13 Total. Add line 12, columns (b), (d), and (e) 13 226,842

(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) (See instructions)
N/A	

DAA

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

Shirley W Powers 11/4/12 VICE PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
MARGARET I TANGHE CPA	Margaret I Tanghe	11/04/12	

Firm's name ▶	MARGARET I TANGHE, CPA	PTIN	P00706712
Firm's address ▶	2064 KRISTIN DR TROY, MI 48084-1134	Firm's EIN ▶	
		Phone no	248-649-4795

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	50000-Bank One 5.9% due 11-15-11	P	04/04/06	11/15/11
(2)	6800.5-MFB Northern Emerg mkts equit	P	08/22/07	04/07/11
(3)	1135.85-MFB Nrth Fds Multi-Mgr Emerg	P	01/29/10	03/02/11
(4)	2665.25-MFB north Fd Multi Large Cap	P	03/02/11	04/06/11
(5)	5470.46-Franklin Inv Sec Floating	P	12/15/10	12/13/11
(6)	0.5-AAON INC	P	05/18/10	08/09/11
(7)	5-ADVISORY BRD CO	P	09/05/07	04/26/11
(8)	15-ADVISORY BRD CO	P	07/08/08	04/27/11
(9)	10-ADVISORY BRD CO	P	07/08/08	04/26/11
(10)	38-AFFILIATED MANAGERS GROUP INC	P	12/12/08	04/26/11
(11)	11-AFFILIATED MANAGERS GROUP INC	P	12/12/08	02/08/11
(12)	10-ANSYS INC	P	10/27/08	03/14/11
(13)	10-ANSYS INC	P	10/27/08	02/08/11
(14)	10-ANSYS INC	P	12/08/08	03/14/11
(15)	5-APTARGROUP INC	P	09/05/07	02/03/11

	(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)
(1)	50,000		50,930	-930
(2)	91,331		81,334	9,997
(3)	25,000		23,841	1,159
(4)	25,613		25,000	613
(5)	48,250		50,000	-1,750
(6)	10		8	2
(7)	235		284	-49
(8)	693		594	99
(9)	471		396	75
(10)	4,140		1,289	2,851
(11)	1,120		373	747
(12)	523		286	237
(13)	547		286	261
(14)	523		275	248
(15)	242		180	62

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				-930
(2)				9,997
(3)				1,159
(4)				613
(5)				-1,750
(6)				2
(7)				-49
(8)				99
(9)				75
(10)				2,851
(11)				747
(12)				237
(13)				261
(14)				248
(15)				62

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2011, or tax year beginning , and ending | **2011**

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(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)
(1)	20-CITY NATIONAL CORP.	P	04/08/08	04/26/11
(2)	5-CITY NATIONAL CORP.	P	05/06/08	04/26/11
(3)	20-DIAMOND FOODS INC	P	02/12/10	11/08/11
(4)	15-DIAMOND FOODS INC	P	10/27/10	11/08/11
(5)	25-DIAMOND FOODS INC	P	03/10/10	11/08/11
(6)	5-DIAMOND FOODS INC	P	07/15/10	11/08/11
(7)	15-FACTSET RESEARCH SYSTEMS	P	09/05/07	03/07/11
(8)	5-FOREST CITY ENTERPRISES INC CL A	P	05/18/09	07/05/11
(9)	25-FOREST CITY ENTERPRISES INC CL A	P	05/18/09	09/01/11
(10)	20-FOREST CITY ENTERPRISES INC CL A	P	05/18/09	08/22/11
(11)	110-FOREST CITY ENTERPRISES INC CL A	P	08/14/09	07/05/11
(12)	10-JONES LANG LASALLE INC	P	12/17/08	05/10/11
(13)	10-JONES LANG LASALLE INC	P	12/17/08	02/03/11
(14)	13-JONES LANG LASALLE INC	P	03/10/09	05/10/11
(15)	17-JONES LANG LASALLE INC	P	03/10/09	05/24/11

	(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)
(1)	1,118		1,032	86
(2)	280		258	22
(3)	801		775	26
(4)	601		654	-53
(5)	1,002		925	77
(6)	200		214	-14
(7)	1,541		882	659
(8)	94		37	57
(9)	328		187	141
(10)	250		150	100
(11)	2,059		852	1,207
(12)	1,002		259	743
(13)	979		259	720
(14)	1,302		226	1,076
(15)	1,559		296	1,263

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				86
(2)				22
(3)				26
(4)				-53
(5)				77
(6)				-14
(7)				659
(8)				57
(9)				141
(10)				100
(11)				1,207
(12)				743
(13)				720
(14)				1,076
(15)				1,263

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	25-MANHATTAN ASSOCS INC	P	09/05/07	02/03/11
(2)	68-MCGRATH RENTCORP	P	09/05/07	01/07/11
(3)	2-MCGRATH RENTCORP	P	09/05/07	01/05/11
(4)	30-MCGRATH RENTCORP CORP	P	09/20/07	01/05/11
(5)	35-NATIONAL INSTRS CORP	P	09/05/07	05/10/11
(6)	0.5-NATIONAL INSTRS CORP	P	09/05/07	02/23/11
(7)	17-PINNACLE FINL PARTNERS INC	P	02/05/10	04/27/11
(8)	38-PINNACLE FINL PARTNERS INC	P	02/05/10	04/26/11
(9)	30-PINNACLE FINL PARTNERS INC	P	02/17/10	04/27/11
(10)	35-PINNACLE FINL PARTNERS INC	P	05/04/10	04/27/11
(11)	30-POLARIS INDS INC	P	12/29/08	08/11/11
(12)	50-PSS WORLD MED INC	P	09/05/07	10/31/11
(13)	5-PSS WORLD MED INC	P	02/13/08	10/31/11
(14)	20-PSS WORLD MED INC	P	02/13/08	11/01/11
(15)	10-RAVEN INDS INC	P	09/05/07	05/10/11

	(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)
(1)	755		719	36
(2)	1,757		2,220	-463
(3)	51		65	-14
(4)	759		895	-136
(5)	1,021		741	280
(6)	15		11	4
(7)	263		259	4
(8)	589		579	10
(9)	464		417	47
(10)	541		555	-14
(11)	2,814		787	2,027
(12)	1,128		902	226
(13)	113		87	26
(14)	433		348	85
(15)	542		409	133

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))
(1)				36
(2)				-463
(3)				-14
(4)				-136
(5)				280
(6)				4
(7)				4
(8)				10
(9)				47
(10)				-14
(11)				2,027
(12)				226
(13)				26
(14)				85
(15)				133

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2011**

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	25-RAVEN INDS INC	P	09/05/07	05/11/11
(2)	10-RAVEN INDS INC	P	09/05/07	05/12/11
(3)	45-ULTA SALON COSMETICS & FRAGRANCE	P	09/08/10	07/28/11
(4)	30-ULTA SALON COSMETICS & FRAGRANCE	P	09/08/11	04/26/11
(5)	755-ADR NOKIA CORP SPONSORED ADR	P	01/26/11	06/24/11
(6)	225-ADR NOKIA CORP SPONSORED ADR	P	02/17/11	06/24/11
(7)	35-AMERICAN EXPRESS CO.	P	08/13/08	05/24/11
(8)	50-AMERICAN EXPRESS CO.	P	10/15/08	05/24/11
(9)	125-AMERICAN EXPRESS CO.	P	10/15/08	07/25/11
(10)	100-Analog Devices	P	12/14/07	05/24/11
(11)	90-Analog Devices	P	12/14/07	02/08/11
(12)	90-ARCELORMITTAL SA	P	08/11/11	09/13/11
(13)	75-ARCELORMITTAL SA	P	06/02/11	09/13/11
(14)	145-ARCELORMITTAL SA LUXEMBOURG	P	10/04/10	09/13/11
(15)	7-APERAM (spin off Arcelormittal	P	10/04/10	03/21/11

	(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)
(1)	1,319		1,024	295
(2)	525		409	116
(3)	2,865		1,032	1,833
(4)	1,580		688	892
(5)	4,281		8,111	-3,830
(6)	1,506		1,988	-482
(7)	1,769		1,328	441
(8)	2,528		1,396	1,132
(9)	6,479		3,489	2,990
(10)	4,050		3,204	846
(11)	3,544		2,884	660
(12)	1,588		2,324	-736
(13)	1,323		2,469	-1,146
(14)	2,558		4,588	-2,030
(15)	280		244	36

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))
(1)				295
(2)				116
(3)				1,833
(4)				892
(5)				-3,830
(6)				-482
(7)				441
(8)				1,132
(9)				2,990
(10)				846
(11)				660
(12)				-736
(13)				-1,146
(14)				-2,030
(15)				36

Form **990-PF** **Capital Gains and Losses for Tax on Investment Income** **2011**

For calendar year 2011, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(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)
(1)	0.25-APERAN NY REGISTRY	P	10/04/10	01/28/11
(2)	20-AT&T INC	P	08/24/07	02/03/11
(3)	15-Baker Hughes Inc	P	03/05/09	01/27/11
(4)	10-Baker Hughes Inc	P	08/14/09	01/27/11
(5)	35-Baker Hughes Inc	P	08/14/09	05/27/11
(6)	105-BAXTER INTL INC	P	05/28/10	06/24/11
(7)	50-BAXTER INTL INC	P	05/28/10	04/25/11
(8)	130-BB&T Corp	P	09/22/09	08/02/11
(9)	105-BB&T Corp	P	12/09/09	08/02/11
(10)	105-BB&T Corp	P	12/09/09	09/02/11
(11)	90-BB&T CORP	P	09/13/10	09/02/11
(12)	32-Chevron Corp	P	03/12/09	04/07/11
(13)	85-CONOCOPHILLIPS	P	08/03/10	03/21/11
(14)	15-EXXON MOBIL CORP	P	02/27/09	10/31/11
(15)	215-Home Depot	P	11/16/07	12/05/11

	(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)
(1)	10		9	1
(2)	555		778	-223
(3)	997		407	590
(4)	665		367	298
(5)	2,583		1,285	1,298
(6)	6,149		4,326	1,823
(7)	2,815		2,060	755
(8)	3,169		3,757	-588
(9)	2,560		2,770	-210
(10)	2,200		2,770	-570
(11)	1,886		2,093	-207
(12)	3,476		1,894	1,582
(13)	6,616		4,646	1,970
(14)	1,195		1,072	123
(15)	8,642		6,148	2,494

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))
(1)				1
(2)				-223
(3)				590
(4)				298
(5)				1,298
(6)				1,823
(7)				755
(8)				-588
(9)				-210
(10)				-570
(11)				-207
(12)				1,582
(13)				1,970
(14)				123
(15)				2,494

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	105-INTEL CORP	P	01/23/08	10/26/11
(2)	25-INTERNATIONAL BUSINESS MACHS CORP	P	10/30/08	02/08/11
(3)	80-KELLOGG CO.	P	09/07/10	10/25/11
(4)	20-KELLOGG CO.	P	09/07/10	02/03/11
(5)	53-Lockheed Martin	P	02/25/09	04/25/11
(6)	125-MCGRAW HILL COMPANIES INC	P	03/28/08	08/05/11
(7)	70-MCGRAW HILL COMPANIES INC	P	10/21/09	08/05/11
(8)	105-MICROSOFT CORP	P	11/19/08	09/13/11
(9)	45-PHILIP MORRIS INTL INC	P	10/15/08	12/05/11
(10)	30-PHILIP MORRIS INTL INC	P	10/15/08	03/17/11
(11)	35-QUALCOMM INC	P	03/08/10	04/25/11
(12)	85-QUALCOMM INC	P	03/08/10	01/27/11
(13)	80-ROCHE HLDG LTD SPONS ADR	P	10/22/10	08/02/11
(14)	20-ROCHE HLDG LTD SPONS ADR	P	10/22/10	08/01/11
(15)	220-Verizon Communications	P	11/22/06	01/03/11

	(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)
(1)	2,602		2,107	495
(2)	4,127		2,052	2,075
(3)	4,346		3,993	353
(4)	1,033		998	35
(5)	4,094		4,119	-25
(6)	5,233		4,790	443
(7)	2,931		2,070	861
(8)	2,718		2,118	600
(9)	3,411		1,975	1,436
(10)	1,859		1,316	543
(11)	1,975		1,355	620
(12)	4,664		3,291	1,373
(13)	3,556		2,951	605
(14)	895		738	157
(15)	7,998		7,120	878

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))
(1)				495
(2)				2,075
(3)				353
(4)				35
(5)				-25
(6)				443
(7)				861
(8)				600
(9)				1,436
(10)				543
(11)				620
(12)				1,373
(13)				605
(14)				157
(15)				878

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	15-ACCENTURE PLC	P	01/15/10	11/21/11
(2)	145-ADR OGX PETROLEO E GAS PARTICIPA	P	07/14/11	11/21/11
(3)	10-AKZO NOBEL N V SPONSORED ADR	P	04/19/10	11/21/11
(4)	1-AKZO NOBEL N V SPONSORED ADR	P	03/23/10	04/06/11
(5)	14-AKZO NOBEL N V SPONSORED ADR	P	03/24/10	04/06/11
(6)	10-AKZO NOBEL N V SPONSORED ADR	P	10/14/10	11/21/11
(7)	225-ALCATEL-LUCENT	P	01/15/10	03/03/11
(8)	520-ALCATEL ALSTHOM	P	01/15/10	02/18/11
(9)	140-ALCATEL-LUCENT	P	11/02/10	11/21/11
(10)	215-ALCATEL-LUCENT	P	11/02/10	03/03/11
(11)	95-ALCATEL-LUCENT	P	11/02/10	04/06/11
(12)	225-ALCATEL-LUCENT	P	11/10/10	11/21/11
(13)	10-ANHEUSER BUSCH INBEV SA/NV SPON	P	01/15/10	04/06/11
(14)	25-ANHEUSER BUSCH INBEV SA/NV SPON	P	01/15/11	11/21/11
(15)	125-ANTOFAGASTA P L C SPONSORED ADR	P	01/15/10	05/06/11

	(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)
(1)	823		638	185
(2)	1,099		1,356	-257
(3)	438		594	-156
(4)	71		57	14
(5)	1,000		793	207
(6)	438		620	-182
(7)	1,196		821	375
(8)	2,612		1,898	714
(9)	249		491	-242
(10)	1,143		755	388
(11)	546		334	212
(12)	401		741	-340
(13)	598		510	88
(14)	1,431		1,274	157
(15)	4,919		4,116	803

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))
(1)				185
(2)				-257
(3)				-156
(4)				14
(5)				207
(6)				-182
(7)				375
(8)				714
(9)				-242
(10)				388
(11)				212
(12)				-340
(13)				88
(14)				157
(15)				803

Capital Gains and Losses for Tax on Investment Income

Form 990-PF — 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	20-ANTOFAGASTA P L C SPONSORED ADR	P	01/15/10	04/06/11
(2)	105-ARCELORMITTAL SA	P	08/04/10	01/27/11
(3)	0.25-APERAM NY REGISTERY	P	08/04/10	01/28/11
(4)	7-APERAM NY REGISTERY	P	08/04/10	02/17/11
(5)	205-ASAHI KASEI CORP ADR	P	11/30/10	02/07/11
(6)	15-ASAHI KASEI CORP ADR	P	11/30/10	02/04/11
(7)	130-BANCO SANTANDER BRASIL S A	P	02/12/10	07/28/11
(8)	105-BANCO SANTANDER BRASIL S A	P	03/26/10	07/28/11
(9)	110-BANCO SANTANDER BRASIL S A	P	04/30/10	07/28/11
(10)	25-BANCO SANTANDER S.A.	P	01/15/10	07/28/11
(11)	30-BANCO SANTANDER S.A.	P	01/15/10	04/06/11
(12)	375-BANK CHINA LTD ADR	P	02/05/10	09/28/11
(13)	10-BANK CHINA LTD ADR	P	03/05/10	09/28/11
(14)	65-BANK CHINA LTD ADR	P	03/05/11	04/06/11
(15)	BANK CHINA LTD ADR	P	12/31/10	01/28/11

	(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)
(1)	966		659	307
(2)	3,939		3,044	895
(3)	10		8	2
(4)	211		160	51
(5)	2,818		2,455	363
(6)	204		180	24
(7)	1,184		1,504	-320
(8)	956		1,288	-332
(9)	1,002		1,251	-249
(10)	228		344	-116
(11)	361		413	-52
(12)	3,034		4,385	-1,351
(13)	81		127	-46
(14)	925		827	98
(15)	225		214	11

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))
(1)				307
(2)				895
(3)				2
(4)				51
(5)				363
(6)				24
(7)				-320
(8)				-332
(9)				-249
(10)				-116
(11)				-52
(12)				-1,351
(13)				-46
(14)				98
(15)				11

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2011**

For calendar year 2011, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(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)
(1)	15-BASF AKTIENGESELLSCHAFT	P	01/15/10	04/06/11
(2)	35-BASF AKTIENGESELLSCHAFT	P	01/15/10	11/04/11
(3)	15-BASF AKTIENGESELLSCHAFT	P	01/15/10	11/21/11
(4)	20-BAYTEX ENERGY CORP	P	04/19/11	11/21/11
(5)	5-BAYTEX ENERGY CORP	P	03/24/11	11/21/11
(6)	10-BAYTEX ENERGY CORP	P	03/24/11	04/06/11
(7)	35-BEIJING ENTERPRISES HLDGS LTD SPO	P	02/01/10	02/07/11
(8)	11-BG PLC ADR	P	01/29/10	11/21/11
(9)	5-BG PLC ADR	P	01/29/10	04/06/11
(10)	15-BG PLC ADR	P	01/29/10	07/11/11
(11)	4-BG PLC ADR	P	11/09/10	11/21/11
(12)	65-BHP BILLITON LTD SPONSORED ADR	P	05/16/11	08/30/11
(13)	5-BHP BILLITON LTD SPONSORED ADR	P	09/02/11	11/21/11
(14)	45-BNP PARIBAS SPONSORED ADR	P	05/04/10	07/20/11
(15)	25-BNP PARIBAS SPONSORED ADR	P	05/04/10	04/06/11

	(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)
(1)	1,360		910	450
(2)	2,467		2,122	345
(3)	977		910	67
(4)	979		1,181	-202
(5)	245		288	-43
(6)	591		576	15
(7)	1,944		2,519	-575
(8)	1,093		1,062	31
(9)	636		483	153
(10)	1,662		1,449	213
(11)	397		417	-20
(12)	5,430		6,176	-746
(13)	847		1,001	-154
(14)	1,498		1,539	-41
(15)	955		855	100

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				450
(2)				345
(3)				67
(4)				-202
(5)				-43
(6)				15
(7)				-575
(8)				31
(9)				153
(10)				213
(11)				-20
(12)				-746
(13)				-154
(14)				-41
(15)				100

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(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)
(1)	145-BNP PARIBAS SPONSORED ADR	P	07/27/10	09/20/11
(2)	10-BNP PARIBAS SPONSORED ADR	P	07/27/10	07/20/11
(3)	10-BRIDGESTONE CORP ADR	P	10/13/11	11/21/11
(4)	15-BUNZL PLC SPONSORED ADR	P	01/15/10	11/21/11
(5)	10-BUNZL PLC SPONSORED ADR	P	01/15/10	04/06/11
(6)	20-BUNZL PLC SPONSORED ADR	P	04/16/10	04/13/11
(7)	110-CANADIAN NAT RES LTD	P	05/05/10	06/16/11
(8)	10-CANADIAN NAT RES LTD	P	05/05/10	04/06/11
(9)	5-CANON INC ADR	P	01/15/10	04/06/11
(10)	40-CANON INC ADR	P	01/15/10	11/21/11
(11)	5-CENOVUS ENERGY INC	P	04/28/10	10/31/11
(12)	45-CENOVUS ENERGY INC	P	04/28/10	07/11/11
(13)	30-CENOVUS ENERGY INC	P	04/28/10	11/21/11
(14)	65-CENOVUS ENERGY INC	P	05/05/10	10/31/11
(15)	15-CENOVUS ENERGY INC	P	05/05/10	04/06/11

	(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)
(1)	2,465		4,567	-2,102
(2)	333		315	18
(3)	428		456	-28
(4)	917		826	91
(5)	608		551	57
(6)	1,223		1,181	42
(7)	4,250		4,243	7
(8)	492		386	106
(9)	214		213	1
(10)	1,709		1,707	2
(11)	176		143	33
(12)	1,652		1,309	343
(13)	934		867	67
(14)	2,288		1,891	397
(15)	588		436	152

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))
(1)				-2,102
(2)				18
(3)				-28
(4)				91
(5)				57
(6)				42
(7)				7
(8)				106
(9)				1
(10)				2
(11)				33
(12)				343
(13)				67
(14)				397
(15)				152

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2011**

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	275-CHINA INFORMATION SEC TECHNOLOGY	P	05/13/10	04/04/11
(2)	46-CHINA INFORMATION SEC TECHNOLOGY	P	04/09/10	04/04/11
(3)	47-CHINA INFORMATION SEC TECHNOLOGY	P	04/09/10	03/28/11
(4)	107-CHINA INFORMATION SEC TECHNOLOGY	P	04/09/10	03/29/11
(5)	257-CHINA INFORMATION SEC TECHNOLOGY	P	04/09/10	03/30/11
(6)	71-CHINA INFORMATION SEC TECHNOLOGY	P	04/09/10	03/31/11
(7)	37-CHINA INFORMATION SEC TECHNOLOGY	P	04/09/10	04/01/11
(8)	20-CHINA MOBILE LTD	P	01/15/10	04/06/11
(9)	40-CHINA MOBILE LTD	P	01/15/10	11/21/11
(10)	6-CNOOC LTD SPONSORED ADR	P	01/15/10	05/23/11
(11)	8-CNOOC LTD SPONSORED ADR	P	01/15/10	04/06/11
(12)	9-CNOOC LTD SPONSORED ADR	P	01/15/10	04/26/11
(13)	15-CNOOC LTD SPONSORED ADR	P	03/26/10	05/23/11
(14)	9-CNOOC LTD SPONSORED ADR	P	05/04/10	05/23/11
(15)	10-CORUS ENTMT INC CL B	P	01/27/10	04/06/11

	(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)
(1)	719		1,684	-965
(2)	120		318	-198
(3)	140		325	-185
(4)	313		741	-428
(5)	710		1,779	-1,069
(6)	191		492	-301
(7)	98		256	-158
(8)	952		979	-27
(9)	1,942		1,959	-17
(10)	1,377		991	386
(11)	2,111		1,321	790
(12)	2,284		1,486	798
(13)	3,442		2,416	1,026
(14)	2,065		1,590	475
(15)	216		183	33

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))
(1)				-965
(2)				-198
(3)				-185
(4)				-428
(5)				-1,069
(6)				-301
(7)				-158
(8)				-27
(9)				-17
(10)				386
(11)				790
(12)				798
(13)				1,026
(14)				475
(15)				33

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	65-CORUS ENTMT INC CL B	P	01/27/10	11/21/11
(2)	20-CREDIT SUISSE GROUP SPONSORED ADR	P	01/15/10	04/06/11
(3)	50-CREDIT SUISSE GROUP SPONSORED ADR	P	01/15/10	11/21/11
(4)	85-CSL LTD ADR	P	07/13/11	11/21/11
(5)	1200-DEUTSCHE BOERSE ADR	P	01/15/10	07/12/11
(6)	25-DEUTSCHE BOERSE ADR	P	01/15/10	04/06/11
(7)	115-DEUTSCHE BOERSE ADR	P	01/27/10	07/12/11
(8)	115-DEUTSCHE TELEKOM AG	P	05/03/11	11/21/11
(9)	10-DIAGEO PLC SPONSORED ADR	P	01/15/10	04/06/11
(10)	15-DIAGEO PLC SPONSORED ADR	P	01/15/10	11/21/11
(11)	142-ELDORADO GOLD CORP	P	03/17/10	05/19/11
(12)	108-ELDORADO GOLD CORP	P	03/17/10	05/18/11
(13)	35-ELDORADO GOLD CORP	P	03/17/10	04/06/11
(14)	130-ERICSSON L M TEL CO ADR	P	07/22/11	11/21/11
(15)	25-ERICSSON L M TEL CO ADR	P	03/22/11	11/21/11

	(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)
(1)	1,177		1,191	-14
(2)	879		1,058	-179
(3)	1,106		2,645	-1,539
(4)	1,272		1,489	-217
(5)	8,680		9,576	-896
(6)	184		200	-16
(7)	832		819	13
(8)	1,395		1,905	-510
(9)	782		682	100
(10)	1,214		1,023	191
(11)	2,159		1,887	272
(12)	1,633		1,435	198
(13)	601		465	136
(14)	1,257		1,850	-593
(15)	242		298	-56

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))
(1)				-14
(2)				-179
(3)				-1,539
(4)				-217
(5)				-896
(6)				-16
(7)				13
(8)				-510
(9)				100
(10)				191
(11)				272
(12)				198
(13)				136
(14)				-593
(15)				-56

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	20-ERICSSON L M TEL CO ADR	P	03/22/11	04/06/11
(2)	140-EXPERIAN PLC	P	01/15/10	05/26/11
(3)	45-EXPERIAN PLC	P	01/15/10	04/06/11
(4)	180-EXPERIAN PLC	P	01/15/10	11/21/11
(5)	105-FORTESCUE METALS GROUP LTD ADR	P	01/28/11	10/25/11
(6)	15-FORTESCUE METALS GROUP LTD ADR	P	01/28/11	04/06/11
(7)	45-FORTESCUE METALS GROUP LTD ADR	P	05/18/11	10/25/11
(8)	15-FRESENIUS MEDICAL CARE AG AND CO.	P	01/15/10	04/06/11
(9)	35-FRESENIUS MEDICAL CARE AG AND CO.	P	01/15/10	11/21/11
(10)	10-FUJITSU LTD ADR	P	03/19/10	02/01/11
(11)	110-FUJITSU LTD ADR	P	03/22/10	02/01/11
(12)	20-FUJITSU LTD ADR	P	05/06/10	02/01/11
(13)	5-GAFISA S A SPONSORED ADR	P	05/18/10	11/21/11
(14)	5-GAFISA S A SPONSORED ADR	P	07/27/10	11/21/11
(15)	65-GAFISA S A SPONSORED ADR	P	07/27/10	04/06/11

	(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)
(1)	258		238	20
(2)	1,738		1,364	374
(3)	564		438	126
(4)	2,187		1,753	434
(5)	2,514		3,414	-900
(6)	517		488	29
(7)	1,078		1,551	-473
(8)	1,056		795	261
(9)	2,342		1,855	487
(10)	315		308	7
(11)	3,461		3,380	81
(12)	629		703	-74
(13)	29		66	-37
(14)	29		73	-44
(15)	924		945	-21

	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))
(1)				20
(2)				374
(3)				126
(4)				434
(5)				-900
(6)				29
(7)				-473
(8)				261
(9)				487
(10)				7
(11)				81
(12)				-74
(13)				-37
(14)				-44
(15)				-21

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(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)
(1)	35-GIVAUDAN SA ADR	P	01/15/10	04/06/11
(2)	110-GIVAUDAN SA ADR	P	04/21/10	11/21/11
(3)	35-GOLDCORP INC	P	05/18/11	11/21/11
(4)	262-GRAN TIERRA ENERGY INC	P	11/17/10	03/31/11
(5)	68-GRAN TIERRA ENERGY INC	P	11/17/10	03/30/11
(6)	185-GRAN TIERRA ENERGY INC	P	11/16/10	03/30/11
(7)	95-HSBC HLDGS PLC SPONSORED ADR	P	01/15/10	03/01/11
(8)	105-INFORMA PLC	P	11/07/11	11/21/11
(9)	5-JUPITER TELECOMMUNICATION CO LTD A	P	01/15/10	04/06/11
(10)	40-JUPITER TELECOMMUNICATION CO LTD	P	01/15/20	11/21/11
(11)	5-KAO CORP	P	01/15/10	04/06/11
(12)	50-KAO CORP	P	01/15/10	11/21/11
(13)	5-KDDI CORP ADR	P	01/12/11	04/06/11
(14)	15-KDDI CORP ADR	P	01/12/10	01/18/11
(15)	170-KDDI CORP ADR	P	01/12/10	11/21/11

	(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)
(1)	707		610	97
(2)	1,820		2,027	-207
(3)	1,723		1,670	53
(4)	2,134		2,021	113
(5)	551		524	27
(6)	1,500		1,447	53
(7)	5,049		5,581	-532
(8)	1,125		1,252	-127
(9)	314		322	-8
(10)	2,576		2,580	-4
(11)	120		121	-1
(12)	1,327		1,207	120
(13)	297		282	15
(14)	846		847	-1
(15)	2,975		2,399	576

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))
(1)				97
(2)				-207
(3)				53
(4)				113
(5)				27
(6)				53
(7)				-532
(8)				-127
(9)				-8
(10)				-4
(11)				-1
(12)				120
(13)				15
(14)				-1
(15)				576

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** — **2011**

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	70-KONINKLIJKE AHOLD NV SPONSORED AD	P	01/15/10	04/06/11
(2)	175-KONINKLIJKE AHOLD NV SPONSORED A	P	01/15/10	11/21/11
(3)	130-KONINKLIJKE PHILIPS ELECTRS N V	P	02/10/11	05/19/11
(4)	25-KONINKLIJKE PHILIPS ELECTRS N V N	P	03/04/11	05/19/11
(5)	15-KONINKLIJKE PHILIPS ELECTRS N V N	P	03/04/11	04/06/11
(6)	60-L OREAL CO ADR	P	09/13/11	11/21/11
(7)	50-LINDE AG-SPONSORED ADR	P	01/21/10	04/06/11
(8)	135-LINDE AG-SPONSORED ADR	P	01/21/11	11/21/11
(9)	45-LVMH MOET HENNESSY LOUIS VUITTON	P	05/13/10	11/21/11
(10)	15-LVMH MOET HENNESSY LOUIS VUITTON	P	03/29/11	04/06/11
(11)	97-MAKITA CORP.	P	05/11/10	11/18/11
(12)	3-MAKITA CORP.	P	05/11/10	11/17/11
(13)	5-MAKITA CORP.	P	05/11/10	04/06/11
(14)	40-MAKITA CORP.	P	05/24/10	11/18/11
(15)	235-MICHELIN COMPAGNIE GENERALE DES	P	12/13/10	10/06/11

	(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)
(1)	967		942	25
(2)	2,191		2,354	-163
(3)	3,679		4,036	-357
(4)	708		804	-96
(5)	470		483	-13
(6)	1,232		1,236	-4
(7)	822		617	205
(8)	1,897		1,667	230
(9)	1,316		1,002	314
(10)	488		456	32
(11)	3,309		2,982	327
(12)	101		92	9
(13)	220		154	66
(14)	1,364		1,143	221
(15)	2,780		3,412	-632

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))
(1)				25
(2)				-163
(3)				-357
(4)				-96
(5)				-13
(6)				-4
(7)				205
(8)				230
(9)				314
(10)				32
(11)				327
(12)				9
(13)				66
(14)				221
(15)				-632

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	40-MICHELIN COMPAGNIE GENERALE DES E	P	12/13/10	04/06/11
(2)	85-MTN GROUP LTD SPONSORED ADR	P	04/28/10	11/21/11
(3)	15-MTN GROUP LTD SPONSORED ADR	P	01/19/10	04/06/11
(4)	20-MTN GROUP LTD SPONSORED ADR	P	03/26/10	04/06/11
(5)	15-MTN GROUP LTD SPONSORED ADR	P	03/29/10	04/06/11
(6)	55-NESTLE S A SPONSORED ADR	P	01/15/10	02/14/11
(7)	10-NESTLE S A SPONSORED ADR	P	01/15/10	04/06/11
(8)	20-NESTLE S A SPONSORED ADR	P	01/15/10	11/21/11
(9)	20-NESTLE S A SPONSORED ADR	P	10/28/10	11/21/11
(10)	30-NEW GOLD INC	P	11/15/10	04/06/11
(11)	90-NEW GOLD INC	P	11/15/10	11/21/11
(12)	175-NORDEA BK AB SWEDEN	P	04/06/11	11/21/11
(13)	35-NORDEA BK AB SWEDEN	P	04/06/11	03/24/11
(14)	10-NOVARTIS AG	P	01/15/10	04/06/11
(15)	50-NOVARTIS AG	P	01/15/10	11/21/11

	(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)
(1)	707		581	126
(2)	1,375		1,288	87
(3)	311		216	95
(4)	414		338	76
(5)	311		254	57
(6)	2,924		2,636	288
(7)	579		479	100
(8)	845		719	126
(9)	1,127		1,096	31
(10)	343		270	73
(11)	884		811	73
(12)	1,300		1,938	-638
(13)	392		388	4
(14)	552		528	24
(15)	2,690		2,640	50

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))
(1)				126
(2)				87
(3)				95
(4)				76
(5)				57
(6)				288
(7)				100
(8)				126
(9)				31
(10)				73
(11)				73
(12)				-638
(13)				4
(14)				24
(15)				50

Capital Gains and Losses for Tax on Investment Income

Form 990-PF — 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	21-NOVO-NORDISK A S ADR	P	01/15/10	03/21/11
(2)	11-NOVO-NORDISK A S ADR	P	01/15/10	04/06/11
(3)	18-NOVO-NORDISK A S ADR	P	01/15/11	11/21/11
(4)	80-NTT DOCOMO INC ADR	P	10/06/11	11/21/11
(5)	20-NXP SEMICONDUCTORS N V	P	04/06/11	04/06/11
(6)	40-NXP SEMICONDUCTORS N V	P	04/06/11	11/21/11
(7)	50-PENN WEST PETROLEUM LTD	P	02/17/11	11/21/11
(8)	95-PETROFAC LTD	P	11/07/11	11/21/11
(9)	35-POTASH CORP SASK INC	P	01/15/10	11/21/11
(10)	35-PRECISION DRILLING CORPORATION	P	06/29/11	11/21/11
(11)	80-PRECISION DRILLING CORPORATION	P	07/07/11	10/28/11
(12)	30-REED ELSEVIER P L C SPONSORED ADR	P	01/15/10	04/06/11
(13)	60-REED ELSEVIER P L C SPONSORED ADR	P	01/15/10	11/21/11
(14)	15-RIO TINTO PLC SPONSORED	P	11/18/10	04/06/11
(15)	25-RIO TINTO PLC SPONSORED	P	11/18/10	11/21/11

	(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)
(1)	2,600		1,409	1,191
(2)	1,423		738	685
(3)	1,990		1,208	782
(4)	1,409		1,513	-104
(5)	652		611	41
(6)	629		1,223	-594
(7)	856		1,366	-510
(8)	965		1,047	-82
(9)	1,476		1,370	106
(10)	374		470	-96
(11)	1,003		1,148	-145
(12)	1,055		977	78
(13)	1,919		1,954	-35
(14)	1,089		1,051	38
(15)	1,220		1,752	-532

	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))
(1)				1,191
(2)				685
(3)				782
(4)				-104
(5)				41
(6)				-594
(7)				-510
(8)				-82
(9)				106
(10)				-96
(11)				-145
(12)				78
(13)				-35
(14)				38
(15)				-532

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	30-ROCHE HLDG LTD SPONSORED ADR	P	01/15/10	04/06/11
(2)	75-ROCHE HLDG LTD SPONSORED ADR	P	01/15/10	11/21/11
(3)	80-ROYAL DUTCH SHELL PLC	P	11/04/10	02/14/11
(4)	35-SAGE GROUP PLC UNSPONSORED ADR	P	01/15/10	04/06/11
(5)	70-SAGE GROUP PLC UNSPONSORED ADR	P	01/15/10	11/21/11
(6)	10-SAP AG SPONSORED ADR	P	01/15/10	04/06/11
(7)	35-SAP AG SPONSORED ADR	P	01/15/10	11/21/11
(8)	70-SCHNEIDER ELEC SA ADR	P	01/15/10	04/06/11
(9)	60-SCHNEIDER ELEC SA ADR	P	04/19/10	11/21/11
(10)	65-SCHNEIDER ELEC SA ADR	P	09/30/10	11/21/11
(11)	25-SCHNEIDER ELEC SA ADR	P	04/16/10	11/21/11
(12)	40-SGS SA	P	01/19/10	04/06/11
(13)	140-SGS SA	P	01/19/10	11/21/11
(14)	4-SHINHAN FINL GROUP CO LTD	P	05/24/11	11/21/11
(15)	1-SHINHAN FINL GROUP CO LTD	P	05/25/11	11/21/11

	(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)
(1)	1,084		1,310	-226
(2)	2,806		3,275	-469
(3)	5,448		5,253	195
(4)	627		525	102
(5)	1,182		1,050	132
(6)	627		495	132
(7)	2,026		1,731	295
(8)	1,223		815	408
(9)	592		710	-118
(10)	641		818	-177
(11)	247		303	-56
(12)	721		548	173
(13)	2,239		1,917	322
(14)	267		354	-87
(15)	67		88	-21

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))
(1)				-226
(2)				-469
(3)				195
(4)				102
(5)				132
(6)				132
(7)				295
(8)				408
(9)				-118
(10)				-177
(11)				-56
(12)				173
(13)				322
(14)				-87
(15)				-21

Form **990-PF** — **Capital Gains and Losses for Tax on Investment Income** — **2011**

For calendar year 2011, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(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)
(1)	10-SHINHAN FINL GROUP CO LTD	P	06/10/11	11/21/11
(2)	67-SIEMENS AG	P	01/15/10	06/27/11
(3)	8-SIEMENS AG	P	01/15/10	04/06/11
(4)	60-SILVER WHEATON CORP	P	01/15/10	04/06/11
(5)	20-SILVER WHEATON CORP	P	01/15/10	04/14/11
(6)	115-SILVER WHEATON CORP	P	01/15/10	05/12/11
(7)	35-SILVER WHEATON CORP	P	01/15/10	11/21/11
(8)	23-SMITH & NEPHEW P L C SPONSORED AD	P	01/15/10	03/22/11
(9)	35-SMITH & NEPHEW P L C SPONSORED AD	P	01/15/10	01/10/11
(10)	9-SMITH & NEPHEW P L C SPONSORED ADR	P	01/15/10	03/18/11
(11)	63-SMITH & NEPHEW P L C SPONSORED AD	P	01/15/10	03/21/11
(12)	25-SOCIEDAD QUIMICA Y MINERA DE CHIL	P	01/15/10	04/06/11
(13)	34-SOCIEDAD QUIMICA Y MINERA DE CHIL	P	01/15/10	05/19/11
(14)	31-SOCIEDAD QUIMICA Y MINERA DE CHIL	P	01/15/10	05/20/11
(15)	30-SOCIEDAD QUIMICA Y MINERA DE CHIL	P	01/15/10	11/21/11

	(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)
(1)	667		932	-265
(2)	8,889		6,411	2,478
(3)	1,120		765	355
(4)	2,742		1,019	1,723
(5)	858		340	518
(6)	3,932		1,954	1,978
(7)	1,092		595	497
(8)	1,283		1,202	81
(9)	1,903		1,828	75
(10)	493		470	23
(11)	3,512		3,291	221
(12)	1,477		1,069	408
(13)	1,959		1,453	506
(14)	1,751		1,325	426
(15)	1,671		1,282	389

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))
(1)				-265
(2)				2,478
(3)				355
(4)				1,723
(5)				518
(6)				1,978
(7)				497
(8)				81
(9)				75
(10)				23
(11)				221
(12)				408
(13)				506
(14)				426
(15)				389

Capital Gains and Losses for Tax on Investment Income

Form 990-PF | 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	10-SODEXO	P	01/15/10	04/06/11
(2)	30-SODEXO	P	01/15/10	11/21/11
(3)	80-SONY CORP	P	11/04/10	02/04/11
(4)	95-SOUFUN HLDGS LTD ADR	P	01/24/11	05/18/11
(5)	20-SOUFUN HLDGS LTD ADR	P	01/24/11	04/06/11
(6)	45-SOUFUN HLDGS LTD ADR	P	01/24/11	05/17/11
(7)	40-SOUFUN HLDGS LTD ADR	P	01/25/11	05/18/11
(8)	5-SUBSEA 7 S A SPONSORED ADR	P	06/02/11	11/21/11
(9)	45-SUBSEA 7 S A SPONSORED ADR	P	07/07/11	11/21/11
(10)	50-SUN HUNG KAI PROP LTD	P	01/15/10	04/06/11
(11)	50-SUN HUNG KAI PROP LTD	P	01/15/10	11/21/11
(12)	35-SWEDBANK A B SPONSORED ADR	P	01/19/10	03/30/11
(13)	218-SWEDBANK A B SPONSORED ADR	P	01/19/10	03/28/11
(14)	52-SWEDBANK A B SPONSORED ADR	P	01/19/10	03/29/11
(15)	65-TECK RESOURCES LIMITED	P	12/03/10	06/16/11

	(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)
(1)	742		583	159
(2)	1,989		1,749	240
(3)	2,843		2,641	202
(4)	1,981		1,969	12
(5)	379		415	-36
(6)	925		933	-8
(7)	834		810	24
(8)	89		124	-35
(9)	801		1,163	-362
(10)	823		751	72
(11)	597		751	-154
(12)	597		357	240
(13)	3,720		2,224	1,496
(14)	882		530	352
(15)	2,886		3,202	-316

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))
(1)				159
(2)				240
(3)				202
(4)				12
(5)				-36
(6)				-8
(7)				24
(8)				-35
(9)				-362
(10)				72
(11)				-154
(12)				240
(13)				1,496
(14)				352
(15)				-316

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	10-TECK RESOURCES LIMITED	P	12/03/10	04/06/11
(2)	35-TESCO PLC SPONSORED ADR	P	01/15/10	04/06/11
(3)	125-TESCO PLC SPONSORED ADR	P	01/15/10	11/21/11
(4)	85-TEVA PHARMACEUTICAL INDS	P	06/23/10	03/17/11
(5)	285-TNT N V SPONSORED ADR	P	01/15/10	07/18/11
(6)	285-POSTNL	P	01/15/10	06/24/11
(7)	40-TNT N V SPONSORED ADR	P	01/15/10	04/06/11
(8)	135-TULLOW OIL PLC ADR	P	11/04/11	11/21/11
(9)	175-TURKIYE GARANTI BANKASI A S SPON	P	08/09/10	04/06/11
(10)	110-TURKIYE GARANTI BANKASI A S SPON	P	08/09/10	11/21/11
(11)	115-UNILEVER N V NEW YORK	P	01/15/10	02/14/11
(12)	20-UNILEVER N V NEW YORK	P	01/15/10	04/06/11
(13)	70-UNILEVER N V NEW YORK	P	01/15/10	11/21/11
(14)	130-VALEO SPONSORED	P	10/28/10	09/14/11
(15)	10-VALEO SPONSORED	P	10/28/10	04/06/11

	(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)
(1)	580		493	87
(2)	673		719	-46
(3)	2,311		2,568	-257
(4)	4,085		4,521	-436
(5)	2,834		4,114	-1,280
(6)	2,276		4,747	-2,471
(7)	1,064		1,244	-180
(8)	1,320		1,454	-134
(9)	914		907	7
(10)	348		570	-222
(11)	3,367		3,665	-298
(12)	638		637	1
(13)	2,261		2,231	30
(14)	2,958		3,620	-662
(15)	306		278	28

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))
(1)				87
(2)				-46
(3)				-257
(4)				-436
(5)				-1,280
(6)				-2,471
(7)				-180
(8)				-134
(9)				7
(10)				-222
(11)				-298
(12)				1
(13)				30
(14)				-662
(15)				28

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2011**

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	40-VODAFONE GROUP PLC NEW SPONSORED	P	01/15/10	04/06/11
(2)	130-VODAFONE GROUP PLC NEW SPONSORED	P	01/15/11	11/21/11
(3)	20-WILLIS GROUP HOLDINGS	P	01/15/10	04/06/11
(4)	55-WILLIS GROUP HOLDINGS	P	01/15/10	11/21/11
(5)	2-CUMMINS INC	P	03/22/10	01/05/11
(6)	5-CUMMINS INC	P	06/01/10	01/05/11
(7)	5-NIKE INC CL B CL B	P	01/22/10	01/10/11
(8)	35-PEPSICO INC	P	01/22/10	01/10/11
(9)	135-MICROSOFT CORP	P	01/22/10	01/12/11
(10)	35-NORDSTROM INC.	P	05/26/10	01/12/11
(11)	35-NORDSTROM INC.	P	05/20/10	01/12/11
(12)	20-DOLBY LABORATORIES INC	P	06/25/10	01/18/11
(13)	10-DOLBY LABORATORIES INC	P	08/10/10	01/18/11
(14)	5-DOLBY LABORATORIES INC	P	06/29/10	01/18/11
(15)	15-DOLBY LABORATORIES INC CL A	P	06/14/10	01/18/11

	(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)
(1)	1,168		894	274
(2)	3,450		2,906	544
(3)	812		547	265
(4)	1,918		1,504	414
(5)	226		121	105
(6)	564		337	227
(7)	421		323	98
(8)	2,313		2,178	135
(9)	3,840		4,208	-368
(10)	1,461		1,328	133
(11)	1,461		1,347	114
(12)	1,201		1,313	-112
(13)	601		630	-29
(14)	300		329	-29
(15)	901		965	-64

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))
(1)				274
(2)				544
(3)				265
(4)				414
(5)				105
(6)				227
(7)				98
(8)				135
(9)				-368
(10)				133
(11)				114
(12)				-112
(13)				-29
(14)				-29
(15)				-64

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	50-TEVA PHARMACEUTICAL INDS	P	01/22/10	01/20/11
(2)	15-TEVA PHARMACEUTICAL INDS	P	02/24/10	01/20/11
(3)	80-SYSCO CORP.	P	01/22/10	01/27/11
(4)	1-WHOLE FOODS MKT INC	P	07/21/10	01/27/11
(5)	9-WHOLE FOODS MKT INC	P	07/21/10	01/28/11
(6)	35-SYSCO CORP.	P	01/25/10	02/02/11
(7)	26-SYSCO CORP.	P	10/05/10	02/02/11
(8)	10-SYSCO CORP.	P	01/22/10	02/02/11
(9)	20-SYSCO CORP.	P	03/10/10	02/02/11
(10)	30-MC DONALDS CORP.	P	01/22/10	02/03/11
(11)	4-SYSCO CORP.	P	10/05/10	02/03/11
(12)	30-SYSCO CORP.	P	08/31/10	02/03/11
(13)	5-ACME PACKET INC	P	12/16/10	02/09/11
(14)	10-ACME PACKET INC	P	01/21/11	02/09/11
(15)	30-NETAPP INC	P	01/22/10	02/17/11

	(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)
(1)	2,670		2,921	-251
(2)	801		862	-61
(3)	2,367		2,272	95
(4)	52		37	15
(5)	468		336	132
(6)	1,031		987	44
(7)	766		741	25
(8)	295		284	11
(9)	589		582	7
(10)	2,220		1,900	320
(11)	118		114	4
(12)	884		841	43
(13)	355		280	75
(14)	710		605	105
(15)	1,618		1,007	611

	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))
(1)				-251
(2)				-61
(3)				95
(4)				15
(5)				132
(6)				44
(7)				25
(8)				11
(9)				7
(10)				320
(11)				4
(12)				43
(13)				75
(14)				105
(15)				611

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Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	190-CISCO SYSTEMS INC	P	01/22/10	02/18/11
(2)	75-ECOLAB INC	P	01/22/10	02/18/11
(3)	25-BOEING CO	P	01/22/10	02/28/11
(4)	8-ALEXION PHARMACEUTICALS INC	P	05/05/10	03/03/11
(5)	20-MC DONALDS CORP.	P	01/22/10	03/03/11
(6)	25-GREEN MTN COFFEE ROASTERS	P	12/10/10	03/10/11
(7)	10-GREEN MTN COFFEE ROASTERS	P	12/15/10	03/10/11
(8)	5-STARBUCKS CORP	P	07/16/10	03/10/11
(9)	15-STARBUCKS CORP	P	10/05/11	03/10/11
(10)	3-GOOGLE INC CL A	P	01/22/10	03/11/11
(11)	15-MASTERCARD INC CL A	P	01/22/10	03/15/11
(12)	15-NIKE INC CL B CL B	P	01/22/10	03/21/11
(13)	45-SUNCOR ENERGY INC	P	01/12/11	03/21/11
(14)	10-TERADATA CORP	P	10/06/10	03/23/11
(15)	20-TERADATA CORP	P	01/04/11	03/23/11

	(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)
(1)	3,598		4,704	-1,106
(2)	3,634		3,477	157
(3)	1,806		1,520	286
(4)	792		440	352
(5)	1,526		1,266	260
(6)	1,493		945	548
(7)	614		335	279
(8)	190		129	61
(9)	570		383	187
(10)	1,725		1,744	-19
(11)	3,648		4,031	-383
(12)	1,155		968	187
(13)	2,045		1,666	379
(14)	500		391	109
(15)	1,000		833	167

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))
(1)				-1,106
(2)				157
(3)				286
(4)				352
(5)				260
(6)				548
(7)				279
(8)				61
(9)				187
(10)				-19
(11)				-383
(12)				187
(13)				379
(14)				109
(15)				167

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Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | **2011**

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	10-LIFE TECHNOLOGIES CORP	P	01/27/10	03/25/11
(2)	25-LIFE TECHNOLOGIES CORP	P	01/27/10	03/25/11
(3)	15-LIFE TECHNOLOGIES CORP	P	02/12/10	04/06/11
(4)	15-LIFE TECHNOLOGIES CORP	P	04/12/10	04/06/11
(5)	10-LIFE TECHNOLOGIES CORP	P	04/30/10	04/06/11
(6)	7-CERNER CORP	P	01/22/10	04/07/11
(7)	10-CITRIX SYS INC	P	09/01/10	04/07/11
(8)	15-CITRIX SYS INC	P	10/13/10	04/07/11
(9)	50-TALISMAN ENERGY INC	P	01/22/10	04/14/11
(10)	50-WALT DISNEY CO	P	01/22/10	04/19/11
(11)	12-CERNER CORP	P	01/22/10	04/20/11
(12)	25-NETAPP INC	P	04/19/10	04/21/11
(13)	1-GOOGLE INC CL A	P	01/22/10	04/25/11
(14)	5-ACME PACKET INC	P	12/15/10	04/27/11
(15)	10-ACME PACKET INC	P	12/16/10	04/27/11

	(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)
(1)	508		490	18
(2)	1,271		1,225	46
(3)	797		717	80
(4)	797		771	26
(5)	531		516	15
(6)	774		618	156
(7)	740		586	154
(8)	1,109		885	224
(9)	1,151		917	234
(10)	2,055		1,545	510
(11)	1,354		1,059	295
(12)	1,267		890	377
(13)	524		581	-57
(14)	413		272	141
(15)	825		561	264

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))
(1)				18
(2)				46
(3)				80
(4)				26
(5)				15
(6)				156
(7)				154
(8)				224
(9)				234
(10)				510
(11)				295
(12)				377
(13)				-57
(14)				141
(15)				264

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	15-GREEN MTN COFFEE ROASTERS	P	12/15/10	05/01/11
(2)	56-ROCKWELL COLLINS INC	P	01/22/10	05/10/11
(3)	1-ROCKWELL COLLINS INC	P	01/22/10	05/11/11
(4)	3-ROCKWELL COLLINS INC	P	01/22/10	05/12/11
(5)	20.5-CITIGROUP REV STK SPLIT	P	01/20/11	05/17/11
(6)	14.5-CITIGROUP REV STK SPLIT	P	01/21/11	05/17/11
(7)	11-INTERCONTINENTALEXCHANGE INC	P	11/26/10	05/17/11
(8)	14-NUCOR CORP.	P	02/08/11	05/17/11
(9)	21-NUCOR CORP.	P	02/09/11	05/17/11
(10)	10-TIFFANY & CO	P	05/07/10	05/26/11
(11)	10-TIFFANY & CO	P	04/12/10	05/26/11
(12)	13-CITRIX SYS INC	P	06/03/10	06/01/11
(13)	8-COGNIZANT TECHNOLOGY SOLUTIONS COR	P	05/06/10	06/01/11
(14)	3-NIKE INC CL B CL B	P	01/22/10	06/01/11
(15)	39-CITIGROUP REV STK SPLIT	P	01/06/11	06/02/11

	(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)
(1)	1,166		502	664
(2)	3,592		3,199	393
(3)	64		57	7
(4)	191		171	20
(5)	845		1,052	-207
(6)	597		718	-121
(7)	1,325		1,247	78
(8)	594		667	-73
(9)	891		997	-106
(10)	761		482	279
(11)	761		488	273
(12)	1,118		568	550
(13)	600		412	188
(14)	250		194	56
(15)	1,540		1,901	-361

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))
(1)				664
(2)				393
(3)				7
(4)				20
(5)				-207
(6)				-121
(7)				78
(8)				-73
(9)				-106
(10)				279
(11)				273
(12)				550
(13)				188
(14)				56
(15)				-361

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(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)
(1)	7.5-CITIGROUP REV STK SPLIT	P	01/21/11	06/02/11
(2)	27.5-CITIGROUP REV STK SPLIT	P	03/10/11	06/02/11
(3)	0.5-CITIGROUP REV STK SPLIT	P	01/20/11	06/07/11
(4)	40-NUCOR CORP.	P	01/18/11	06/07/11
(5)	5-NUCOR CORP.	P	02/09/11	06/07/11
(6)	55-BROADCOM CORP	P	05/02/11	06/16/11
(7)	30-JACOBS ENGR GROUP INC	P	02/09/11	06/16/11
(8)	10-JUNIPER NETWORKS INC	P	04/22/10	06/16/11
(9)	15-JUNIPER NETWORKS INC	P	04/19/10	06/16/11
(10)	5-JACOBS ENGR GROUP INC	P	02/09/11	06/17/11
(11)	18-JACOBS ENGR GROUP INC	P	03/02/11	06/17/11
(12)	5-JACOBS ENGR GROUP INC	P	02/28/11	06/20/11
(13)	12-JACOBS ENGR GROUP INC	P	03/02/11	06/20/11
(14)	5-JACOBS ENGR GROUP INC	P	03/21/11	06/20/11
(15)	15-NIKE INC CL B CL B	P	01/22/10	06/23/11

	(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)
(1)	296		371	-75
(2)	1,086		1,243	-157
(3)	20		26	-6
(4)	1,610		1,790	-180
(5)	201		238	-37
(6)	1,745		1,957	-212
(7)	1,233		1,559	-326
(8)	295		310	-15
(9)	442		470	-28
(10)	206		260	-54
(11)	743		890	-147
(12)	205		236	-31
(13)	492		593	-101
(14)	205		238	-33
(15)	1,226		968	258

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))
(1)				-75
(2)				-157
(3)				-6
(4)				-180
(5)				-37
(6)				-212
(7)				-326
(8)				-15
(9)				-28
(10)				-54
(11)				-147
(12)				-31
(13)				-101
(14)				-33
(15)				258

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2011
	For calendar year 2011, or tax year beginning , and ending	

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	3-SALESFORCE COM INC	P	06/28/10	06/23/11
(2)	13-JUNIPER NETWORKS INC	P	03/19/10	06/27/11
(3)	17-JUNIPER NETWORKS INC	P	04/22/10	06/27/11
(4)	16-GREEN MTN COFFEE ROASTERS	P	12/15/10	07/07/11
(5)	45-HUMAN GENOME SCIENCES INC	P	03/15/11	07/13/11
(6)	7-JUNIPER NETWORKS INC	P	03/19/10	07/13/11
(7)	18-JUNIPER NETWORKS INC	P	04/27/11	07/13/11
(8)	55-TALISMAN ENERGY INC	P	01/22/10	07/13/11
(9)	15-INTERNATIONAL BUSINESS MACHS CORP	P	01/22/10	07/19/11
(10)	3-NETFLIX INC	P	03/30/11	07/20/11
(11)	70-TALISMAN ENERGY INC	P	01/22/10	07/22/11
(12)	5-TALISMAN ENERGY INC	P	01/22/10	07/22/11
(13)	10-ACME PACKET INC	P	06/13/11	07/25/11
(14)	40-TALISMAN ENERGY INC	P	01/03/11	07/25/11
(15)	35-HUMAN GENOME SCIENCES INC	P	01/18/11	08/02/11

	(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)
(1)	292		279	13
(2)	390		394	-4
(3)	510		527	-17
(4)	1,524		536	988
(5)	1,060		1,272	-212
(6)	220		212	8
(7)	566		535	31
(8)	1,066		1,009	57
(9)	2,733		1,994	739
(10)	840		693	147
(11)	1,449		1,284	165
(12)	103		111	-8
(13)	645		680	-35
(14)	825		885	-60
(15)	690		951	-261

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))
(1)				13
(2)				-4
(3)				-17
(4)				988
(5)				-212
(6)				8
(7)				31
(8)				57
(9)				739
(10)				147
(11)				165
(12)				-8
(13)				-35
(14)				-60
(15)				-261

Capital Gains and Losses for Tax on Investment Income

Form 990-PF | 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	35-HUMAN GENOME SCIENCES INC	P	01/21/11	08/02/11
(2)	5-HUMAN GENOME SCIENCES INC	P	03/15/11	08/02/11
(3)	20-HUMAN GENOME SCIENCES INC	P	05/16/11	08/02/11
(4)	65-JUNIPER NETWORKS INC	P	01/22/10	08/02/11
(5)	7-JUNIPER NETWORKS INC	P	04/27/10	08/02/11
(6)	10-AUTODESK INC.	P	05/11/10	08/08/11
(7)	10-NETAPP INC	P	01/22/10	08/08/11
(8)	5-NETAPP INC	P	01/25/10	08/08/11
(9)	5-NETAPP INC	P	04/19/10	08/08/11
(10)	3-NETAPP INC	P	01/25/10	08/09/11
(11)	22-NETAPP INC	P	01/25/10	08/09/11
(12)	15-NETAPP INC	P	08/17/10	08/09/11
(13)	15-BOEING CO	P	06/03/10	08/12/11
(14)	5-BOEING CO	P	01/22/10	08/12/11
(15)	15-DEERE & CO.	P	07/30/10	08/12/11

	(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)
(1)	690		917	-227
(2)	99		141	-42
(3)	394		550	-156
(4)	1,497		1,739	-242
(5)	161		208	-47
(6)	300		305	-5
(7)	396		336	60
(8)	198		162	36
(9)	198		178	20
(10)	121		97	24
(11)	886		715	171
(12)	604		577	27
(13)	919		965	-46
(14)	306		304	2
(15)	1,123		968	155

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))
(1)				-227
(2)				-42
(3)				-156
(4)				-242
(5)				-47
(6)				-5
(7)				60
(8)				36
(9)				20
(10)				24
(11)				171
(12)				27
(13)				-46
(14)				2
(15)				155

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(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)
(1)	10-CUMMINS INC	P	03/22/10	08/18/11
(2)	7-SALESFORCE COM INC	P	06/28/10	08/18/11
(3)	10-CITRIX SYS INC	P	07/28/10	08/19/11
(4)	3-NETFLIX INC	P	03/04/11	09/02/11
(5)	4-NETFLIX INC	P	04/29/11	09/02/11
(6)	1-NETFLIX INC	P	03/30/11	09/02/11
(7)	20-CITRIX SYS INC	P	09/03/10	09/06/11
(8)	5-F5 NETWORKS INC	P	06/14/10	09/06/11
(9)	10-F5 NETWORKS INC	P	06/29/10	09/06/11
(10)	20-ILLUMINA INC	P	03/04/11	09/19/11
(11)	10-NATIONAL OILWELL VARCO	P	01/22/10	09/19/11
(12)	7-NETFLIX INC	P	03/04/11	09/19/11
(13)	25-SUNCOR ENERGY INC	P	05/05/10	09/19/11
(14)	25-RIVERBED TECHNOLOGY INC	P	04/12/11	09/27/11
(15)	15-TERADATA CORP	P	10/06/10	09/27/11

	(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)
(1)	845		606	239
(2)	845		650	195
(3)	514		470	44
(4)	639		607	32
(5)	853		915	-62
(6)	213		231	-18
(7)	1,114		1,165	-51
(8)	369		325	44
(9)	737		722	15
(10)	937		1,331	-394
(11)	630		464	166
(12)	1,101		1,416	-315
(13)	735		864	-129
(14)	566		815	-249
(15)	862		587	275

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))
(1)				239
(2)				195
(3)				44
(4)				32
(5)				-62
(6)				-18
(7)				-51
(8)				44
(9)				15
(10)				-394
(11)				166
(12)				-315
(13)				-129
(14)				-249
(15)				275

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	15-FREEPORT-MCMORAN COPPER & GOLD IN	P	01/22/10	10/03/11
(2)	5-GREEN MTN COFFEE ROASTERS	P	12/15/10	10/03/11
(3)	10-F5 NETWORKS INC	P	06/14/10	10/04/11
(4)	5-F5 NETWORKS INC	P	01/25/11	10/04/11
(5)	5-SUNCOR ENERGY INC	P	01/12/11	10/05/11
(6)	45-SUNCOR ENERGY INC	P	04/30/10	10/05/11
(7)	30-SUNCOR ENERGY INC	P	11/26/10	10/05/11
(8)	2-OPENTABLE INC	P	05/17/11	10/10/11
(9)	8-OPENTABLE INC	P	05/17/11	10/11/11
(10)	2-OPENTABLE INC	P	05/26/11	10/11/11
(11)	15-ILLUMINA INC	P	03/16/11	10/13/11
(12)	30-ILLUMINA INC	P	03/30/11	10/13/11
(13)	5-ILLUMINA INC	P	03/04/11	10/13/11
(14)	15-ILLUMINA INC	P	08/01/11	10/13/11
(15)	15-ILLUMINA INC	P	08/01/11	10/13/11

	(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)
(1)	464		626	-162
(2)	452		167	285
(3)	759		650	109
(4)	380		560	-180
(5)	132		185	-53
(6)	1,185		1,507	-322
(7)	790		1,030	-240
(8)	96		189	-93
(9)	379		755	-376
(10)	95		172	-77
(11)	395		944	-549
(12)	791		1,988	-1,197
(13)	132		333	-201
(14)	395		939	-544
(15)	395		861	-466

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))
(1)				-162
(2)				285
(3)				109
(4)				-180
(5)				-53
(6)				-322
(7)				-240
(8)				-93
(9)				-376
(10)				-77
(11)				-549
(12)				-1,197
(13)				-201
(14)				-544
(15)				-466

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	40-RIVERBED TECHNOLOGY INC	P	10/12/10	10/20/11
(2)	65-RIVERBED TECHNOLOGY INC	P	11/15/10	10/20/11
(3)	10-DECKERS OUTDOOR CORP	P	05/13/11	10/28/11
(4)	20-GREEN MTN COFFEE ROASTERS	P	12/15/10	10/28/11
(5)	25-OPENTABLE INC	P	09/13/11	11/02/11
(6)	11-OPENTABLE INC	P	05/26/11	11/02/11
(7)	6-KANSAS CITY SOUTHN	P	07/16/10	11/14/11
(8)	20-VERTEX PHARMACEUTICALS INC	P	05/24/11	11/21/11
(9)	10-VERTEX PHARMACEUTICALS INC	P	06/13/11	11/21/11
(10)	35-FREEPORT-MCMORAN COPPER & GOLD IN	P	01/22/10	11/28/11
(11)	10-FREEPORT-MCMORAN COPPER & GOLD IN	P	07/29/10	11/28/11
(12)	5-VERTEX PHARMACEUTICALS INC	P	06/13/11	11/28/11
(13)	25-VERTEX PHARMACEUTICALS INC	P	06/28/11	11/28/11
(14)	15-COACH INC	P	02/17/11	11/29/11
(15)	15-BHP BILLITON LTD SPONSORED	P	01/22/10	11/30/11

	(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)
(1)	972		879	93
(2)	1,579		1,884	-305
(3)	1,150		898	252
(4)	1,400		670	730
(5)	946		1,413	-467
(6)	416		945	-529
(7)	399		227	172
(8)	554		1,100	-546
(9)	277		531	-254
(10)	1,256		1,461	-205
(11)	359		358	1
(12)	136		266	-130
(13)	682		1,195	-513
(14)	901		868	33
(15)	1,116		1,210	-94

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))
(1)				93
(2)				-305
(3)				252
(4)				730
(5)				-467
(6)				-529
(7)				172
(8)				-546
(9)				-254
(10)				-205
(11)				1
(12)				-130
(13)				-513
(14)				33
(15)				-94

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** — **2011**

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	11-ALEXION PHARMACEUTICALS INC	P	05/10/10	12/16/11
(2)	4-ALEXION PHARMACEUTICALS INC	P	05/05/10	12/16/11
(3)	10-NATIONAL OILWELL VARCO	P	12/01/10	12/19/11
(4)	5-NATIONAL OILWELL VARCO	P	12/01/10	12/19/11
(5)	30-HALLIBURTON CO	P	03/30/11	12/20/11
(6)	25-HALLIBURTON CO	P	04/11/11	12/20/11
(7)	7-SALESFORCE COM INC	P	01/22/10	12/22/11
(8)	5-INFORMATICA CORP	P	07/20/11	12/29/11
(9)	15-INFORMATICA CORP	P	07/20/11	12/29/11
(10)	15-INFORMATICA CORP	P	08/04/11	12/29/11
(11)	45-ORACLE CORPORATION	P	01/22/10	12/29/11
(12)	SCHERING PLOUGH	P	12/08/11	12/08/11
(13)	MARSH & MCLENNAN	P	11/10/11	11/10/11
(14)	UNITEDHEALTH GROUP	P	01/20/11	01/20/11
(15)	MARVEL TECH GROUP	P	12/16/11	12/16/11

	(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)
(1)	719		290	429
(2)	262		110	152
(3)	648		620	28
(4)	324		308	16
(5)	987		1,388	-401
(6)	823		1,203	-380
(7)	681		487	194
(8)	185		268	-83
(9)	549		804	-255
(10)	555		764	-209
(11)	1,160		1,144	16
(12)	321			321
(13)	410			410
(14)	199			199
(15)	271			271

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))
(1)				429
(2)				152
(3)				28
(4)				16
(5)				-401
(6)				-380
(7)				194
(8)				-83
(9)				-255
(10)				-209
(11)				16
(12)				321
(13)				410
(14)				199
(15)				271

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(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)
(1)	CAPITAL GAINS DISTRIBUTIONS			
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	43,151			43,151
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				43,151
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
STRENGTH CAPITAL	$ -7,301	$	$
STRENGTH CAPITAL II	6,072		
UBS QUARANGLE	-719		
KKR & CO	16		
Total	$ -1,932	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Williams, Williams, Rattner & 380 N Old Woodward Ave Ste 300 Birmingham, MI 48009	$ 5,000	$	$	$
Total	$ 5,000	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MARGARET I TANGHE CPA 2064 KRISTIN TROY, MI 48084	$ 4,984	$	$	$
Total	$ 4,984	$ 0	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX ON INVESTMENT INCOME	$ 4,006	$	$	$
OTHER TAXES	20			
Total	$ 4,026	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
INVESTMENT MANAGEMENT FEES	28,498	28,498		
INVESTMENT MANAGEMENT FEES (K	17,224			
OTHER K-1 ITEMS	14,137			
OFFICE	492			
Total	$ 60,351	$ 28,498	$ 0	$ 0

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3M Co-70 SHS	$ 6,212	$ 6,212	Cost	$ 5,721
AAON INC-112 SHS		1,855	Cost	2,295
AAON INC-75 SHS	1,863		Cost	
AARON RENTS INC CL B-157 SHS		2,191	Cost	4,189
AARON RENTS INC CL B-162 SHS	2,191		Cost	
ABBOTT LABORATORIES-135 SHS		6,775	Cost	7,591
ABBOTT LABORATORIES-80 SHS	4,444		Cost	
ABBOTT LABORATORIES-95 SHS		5,251	Cost	5,342
ACCENTURE PLC-55 SHS		2,338	Cost	2,928
ACCENTURE PLC-70 SHS	2,976		Cost	
ACME PACKET INC-35 SHS	1,878		Cost	
ACME PACKET INC-65 SHS		3,718	Cost	2,009
ACTUANT CORP CL A-105 SHS		2,817	Cost	2,382
ACUITY BRANDS INC-65 SHS	2,673		Cost	
ACUITY BRANDS INC-90 SHS		3,772	Cost	4,770
ADVISORY BRD CO-60 SHS		1,750	Cost	4,453
ADVISORY BRD CO-90 SHS	3,024		Cost	
AFFILIATED MANAGERS GROUP INC-31		1,887	Cost	2,974
AFFILIATED MANAGERS GROUP INC-70 SHS	2,567		Cost	
AIR PRODUCTS & CHEMICALS INC.-38 S	3,138	3,138	Cost	3,237
AKZO NOBEL N V SPONSORED ADR-100 SHS		5,532	Cost	4,830
AKZO NOBEL N V SPONSORED ADR-135 SHS	7,596		Cost	
ALCATEL LUCENT-2725 SHS	8,842		Cost	
ALCATEL-LUCENT-2100 SHS		5,333	Cost	3,276
ALEXION PHARMACEUTICALS INC-50 SHS	2,616		Cost	
ALEXION PHARMACEUTICALS INC-69 SHS		1,776	Cost	4,934
ALLERGAN INC-35 SHS		2,771	Cost	3,071
ALLSTATE CORP-245 SHS	4,962		Cost	
ALLSTATE CORP-285 SHS		6,238	Cost	7,812
AMAZON COM INC-50 SHS	6,243	6,243	Cost	8,655
AMERICAN EXPRESS CO.-125 SHS		5,383	Cost	5,896
AMERICAN EXPRESS CO.-375 SHS	11,596		Cost	
AMERICAN TOWER CORP-40 SHS	2,041		Cost	
AMERICAN TOWER CORP-70 SHS		3,579	Cost	4,201
ANALOG DEVICES-190 SHS	6,088		Cost	
ANHEUSER BUSCH INBEV SA/NV SPON-100	5,096		Cost	
ANHEUSER BUSCH INBEV SA/NV SPON-65		3,312		3,964

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ANSYS INC-30 SHS	$ 848	$	Cost	$
ANTOFAGASTA P L C SPONSORED ADR-145	4,775		Cost	
APACHE CORP.-50 SHS	5,375	5,375	Cost	4,529
APPLE INC-57 SHS	12,063	12,063	Cost	23,085
APPLIED MATERIALS INC.-415 SHS	4,381	4,381	Cost	4,445
APTARGROUP INC-100 SHS		3,632	Cost	5,217
APTARGROUP INC-105 SHS	3,812		Cost	
ARCELORMITTAL SA-250 SHS	8,052		Cost	
ARM HLDS PLC SPONSORED-145		3,920	Cost	4,012
ASAHI KASEI CORP ADR-220 SHS	2,634		Cost	
AT&T INC-331 SHS		10,471	Cost	10,009
AT&T INC-351 SHS	11,249		Cost	
AUTODESK INC-95 SHS	2,841		Cost	
AUTODESK INC.-85 SHS		2,536	Cost	2,578
BAKER HUGHES INC-175 SHS	6,702		Cost	
BAKER HUGHES INC.-145 SHS		6,386	Cost	7,053
BALCHEM CORP-97 SHS		1,679	Cost	3,932
BALCHEM CORP-97 SHS	1,679		Cost	
BANCO SANTANDER BRASIL S A-400 SHS	4,800		Cost	
BANK CHINA LTD ADR-450 SHS	5,339		Cost	
BANK NEW YORK MELLON CORP-300 SHS	7,953	7,953	Cost	5,973
BASF AKTIENGESELLSCHAFT-50 SHS		3,285	Cost	3,486
BASF AKTIENGESELLSCHAFT-95 SHS	5,680		Cost	
BAXTER INTL INC-155 SHS	6,386		Cost	
BAYTEX ENERGY CORP-85 SHS		4,829	Cost	4,751
BB&T Corp-430 SHS	11,390		Cost	
BEIJING ENTERPRISES HLDGS LTD SPONSO	2,519		Cost	
BG PLC ADR-52 SHS		5,139	Cost	5,564
BG PLC ADR-74 SHS	6,956		Cost	
BHP BILLITON LTD SPONSORED ADR-65 SH		4,336	Cost	3,795
BHP BILLITON LTD SPONSORED-35 SHS		2,824	Cost	2,472
BHP BILLITON LTD SPONSORED-50 SHS	4,034		Cost	
BIO RAD LABS INC CL A-60 SHS		5,110	Cost	5,762
BIO RAD LABS INC-50 SHS	4,122		Cost	
BIOGEN IDEC INC-37 SHS		3,814	Cost	4,072
BIRMINGHAM BLOOMFIELD BANC-5000 SHS	50,000	50,000	Cost	14,000
BLACKBAUD INC-190 SHS	2,580	2,580	Cost	5,263

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BLACKROCK INC-44 SHS	$ 7,033	$	Cost	$
BLACKROCK INC-57 SHS		9,302	Cost	10,160
BNP PARIBAS SPONSORED ADR-225 SHS	7,276		Cost	
BOEING CO COM-160 SHS		7,433	Cost	11,736
BOEING CO-265 SHS	13,894		Cost	
BOEING CO-60 SHS		3,673	Cost	4,401
BRADY CORP CL A-110 SHS		3,951	Cost	3,473
BRADY CORP CL A-75 SHS	2,900		Cost	
BRIDGESTONE CORP ADR-45 SHS		2,510	Cost	2,475
BUNZL PLC SPONSORED ADR-90 SHS		5,229	Cost	6,192
BUNZL PLC-95 SHS	5,313		Cost	
CANADIAN NAT RES LTD-120 SHS	4,629		Cost	
CANON INC ADR-135 SHS	5,760		Cost	
CANON INC ADR-90 SHS		3,840	Cost	3,964
CARLISLE COMPANIES INC-75 SHS		2,514	Cost	3,322
CARLISLE COMPANIES-55 SHS	1,840		Cost	
CASEYS GEN STORES INC-50 SHS	1,752	1,752	Cost	2,575
CELGENE CORP-75 SHS	4,447		Cost	
CELGENE CORP-85 SHS		5,041	Cost	5,746
CENOVUS ENERGY INC-100 SHS		3,432	Cost	3,320
CENOVUS ENERGY INC-195 SHS	5,650		Cost	
CERNER CORP-60 SHS	5,294		Cost	
CERNER CORP-82 SHS		3,617	Cost	5,022
CHEVRON CORP-108 SHS		7,705	Cost	11,491
CHEVRON CORP-140 SHS	9,599		Cost	
CHINA INFORMATION SEC TECHNOLOGY INC	5,596		Cost	
CHINA MOBILE LTD-100 SHS		4,897	Cost	4,849
CHINA MOBILE LTD-160 SHS	7,836		Cost	
CHOICE HOTELS INTL INC-105 SHS		2,574	Cost	3,995
CHOICE HOTELS INTL INC-80 SHS	1,881		Cost	
CISCO SYSTEMS INC-190 SHS	4,704		Cost	
CITRIX SYS INC-165 SHS	8,070		Cost	
CITRIX SYS INC-97 SHS		4,395	Cost	5,890
CITY NATIONAL CORP-65 SHS	3,058		Cost	
CITY NATIONAL CORP.-40 SHS		1,768	Cost	1,767
CLARCOR INC-60 SHS	2,068		Cost	
CLARCOR INC-85 SHS		3,165	Cost	4,249

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CME GROUP INC-27 SHS	$	$ 7,086	Cost	$ 6,579
CNOOC LTD-47 SHS	7,805		Cost	
COACH INC-61		3,854	Cost	4,273
COCA COLA CO-65 SHS	3,026	3,026	Cost	4,548
COGNIZANT TECHNOLOGY SOLUTIONS CORP		5,373	Cost	6,881
COGNIZANT TECHNOLOGY SOLUTIONS CORP-	5,785		Cost	
COLUMBIA SPORTSWEAR CO-40 SHS	1,585	1,585	Cost	1,862
CONOCOPHILLIPS-85 SHS	4,646		Cost	
CORUS ENTMT INC CL B-170 SHS		3,101	Cost	3,441
CORUS ENTMT INC CL B-245 SHS	4,475		Cost	
COSTCO WHOLESALE CORP-50 SHS	2,958	2,958	Cost	4,166
COVIDIEN-85 SHS	4,150	4,150	Cost	3,826
CREDIT SUISSE GROUP SPONSORED-165 SH	8,083		Cost	
CREDIT SUISSE GROUP SPONSORED-190		7,802	Cost	4,461
CSL LTD ADR-275 SHS		4,684	Cost	4,477
CUMMINS INC-64 SHS		4,240	Cost	5,633
CUMMINS INC-65 SHS	3,615		Cost	
DAKTRONICS INC-210 SHS	1,750		Cost	
DAKTRONICS INC-267 SHS		2,306	Cost	2,555
DANAHER CORP.-125 SHS	4,790		Cost	
DANAHER CORP.-150 SHS		6,089	Cost	7,056
DECKERS OUTDOOR CORP-34 SHS		2,792	Cost	2,569
DEERE & CO.-80 SHS		5,125	Cost	6,188
DEERE & CO.-95 SHS	6,093		Cost	
DEUTSCHE BOERSE ADR-1340 SHS	10,594		Cost	
DEUTSCHE TELEKOM AG-360 SHS		5,852	Cost	4,122
DIAGEO PLC SPONSORED ADR-45 SHS		3,070	Cost	3,934
DIAGEO PLC SPONSORED ADR-70 SHS	4,776		Cost	
DIAMOND FOODS INC-65 SHS	2,568		Cost	
DICKS SPORTING GOODS INC-115 SHS		4,298	Cost	4,241
DIRECTV-85 SHS		4,035	Cost	3,635
DOLBY LABORATORIES INC-50 SHS	3,237		Cost	
DOLLAR TREE INC-45 SHS		3,520	Cost	3,740
DORMAN PRODS INC-60		2,315	Cost	2,216
DOW CHEMICAL-245 SHS	6,701	6,701	Cost	7,046
DRIL-QUIP INC-90 SHS	1,994	1,994	Cost	5,924
DU.PONT E I DE NEMOURS & CO-90 SHS		3,708	Cost	4,120

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ECOLAB INC-75 SHS	$ 3,477	$	Cost	$
ELDORADO GOLD CORP-180 SHS	3,787		Cost	
EMC CORP-280 SHS	5,304	5,304	Cost	6,031
ENSCO PLC SPON ADR-155 SHS	5,879	5,879	Cost	7,273
ERICSSON L M TEL CO ADR-440 SHS		5,145	Cost	4,457
ESTEE LAUDER COMPANIES INC-30 SHS		2,730	Cost	3,370
EXPERIAN PLC-605 SHS		5,893	Cost	8,210
EXPERIAN PLC-970 SHS	9,448		Cost	
EXPONENT INC-80 SHS	2,177		Cost	
EXPONENT INC-90 SHS		2,600	Cost	4,137
EXXON MOBIL CORP-140		9,667	Cost	11,866
EXXON MOBIL CORP-235 SHS	15,522		Cost	
EXXON MOBIL CORP-85 SHS		4,784	Cost	6,781
F5 NETWORKS INC-22 SHS		2,207	Cost	2,335
F5 NETWORKS INC-25 SHS	1,697		Cost	
FACTSET RESEARCH SYSTEMS-15 SHS	882		Cost	
FAIR ISAAC CORPORATION-145 SHS	3,217	3,217	Cost	5,197
FOREST CITY ENTERPRISES INC CL A-205		1,006	Cost	2,423
FOREST CITY ENTERPRISES INC CL A-365	2,231		Cost	
FORWARD AIR CORP-130 SHS	4,302	4,302	Cost	4,166
FREEPORT-MCMORAN COPPER & GOLD INC-4	3,520		Cost	
FREEPORT-MCMORAN COPPER & GOLD INC-5		2,368	Cost	2,023
FREEPORT-MCMORAN COPPER & GOLD INC-9		3,616	Cost	3,311
FRESENIUS MEDICAL CARE AG AND CO.KGA	6,889		Cost	
FRESENIUS MEDICAL CARE AG AND CO.KGA		5,485	Cost	6,798
FUJITSU LTD ADR-140 SHS	4,392		Cost	
GAFISA S A SPONSORED ADR-260 SHS		3,432	Cost	1,196
GAFISA S A SPONSORED ADR-335 SHS	4,516		Cost	
GENERAL ELECTRIC-510 SHS	5,837	5,837	Cost	9,134
GIVAUDAN SA ADR-345 SHS		6,193	Cost	6,672
GIVAUDAN SA ADR-440 SHS	7,791		Cost	
GOLDCORP INC-135 SHS		6,345	Cost	5,974
GOLDMAN SACHS GROUP INC-49 SHS	4,228		Cost	
GOLDMAN SACHS GROUP INC-70		7,095	Cost	6,330
GOOGLE INC CL A-18 SHS	10,588		Cost	
GOOGLE INC CL A-21		12,236	Cost	13,564
GRACO INC-85 SHS	2,516	2,516	Cost	3,476

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GRAINGER W. W. INC.-16 SHS	$	$ 2,776	Cost	$ 2,995
GRAN TIERRA ENERGY INC-515 SHS	3,992		Cost	
GREEN MTN COFFEE ROASTERS-120 SHS	4,126		Cost	
GREEN MTN COFFEE ROASTERS-29 SHS		971	Cost	1,301
HALLIBURTON CO-55 SHS		2,545	Cost	1,898
HCC INS HLDG INC-90 SHS	1,919		Cost	
HCC INS HLDGS INC-90 SHS		1,919	Cost	2,475
HENRY JACK & ASSOC INC-165 SHS	4,226	4,226	Cost	5,546
HIBBETT SPORTS INC-55 SHS	886		Cost	
HIBBETT SPORTS INC-85 SHS		1,821	Cost	3,840
HITTITE MICROWAVE CORP-35	1,944	1,944	Cost	1,728
HOME DEPOT-215 SHS	6,148		Cost	
HSBC HLDGS PLC SPONSORED ADR-95 SHS	5,581		Cost	
IBERIABANK CORP-40 SHS		2,381	Cost	1,972
IBM-79 SHS	9,232		Cost	
II-VI INC-100 SHS		2,126	Cost	1,836
II-VI INC-45 SHS	1,846		Cost	
INFORMA PLC-365 SHS		4,334	Cost	4,073
INFORMATICA CORP-50 SHS		2,188	Cost	1,846
INTEL CORP-425 SHS		8,351	Cost	10,306
INTEL CORP-530 SHS	10,458		Cost	
INTERCONTINENTALEXCHANGE INC-33 SHS		3,457	Cost	3,978
INTERCONTINENTALEXCHANGE INC-44 SHS	4,704		Cost	
INTERNATIONAL BUSINESS MACHS CORP-39		5,185	Cost	7,171
INTUITIVE SURGICAL INC-15 SHS	4,691		Cost	
INTUITIVE SURGICAL INC-18 SHS		5,692	Cost	8,334
INVESCO LTD-350 SHS	6,832		Cost	
INVESCO LTD-410 SHS		8,107	Cost	8,237
J & J SNACK FOODS CORP-45 SHS	1,936		Cost	
J & J SNACK FOODS CORP-55 SHS		2,450	Cost	2,930
JOHNSON & JOHNSON-115 SHS	7,271	7,271	Cost	7,542
JOHNSON CONTROLS INC.-110 SHS		3,588	Cost	3,439
JOHNSON CONTROLS INC.-230 SHS	6,871	6,871	Cost	7,190
JONES LANG LASALLE INC-50 SHS	1,040		Cost	
JPMORGAN CHASE & CO-260 SHS		11,555	Cost	8,645
JUNIPER NETWORKS INC-152 SHS	4,396		Cost	
JUPITER TELECOMMUNICATION CO LTD ADR	9,996		Cost	

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
JUPITER TELECOMMUNICATION CO LTD ADR	$	$ 8,178	Cost	$ 8,460
KANSAS CITY SOUTHN-104 SHS		3,996	Cost	7,073
KANSAS CITY SOUTHN-85 SHS	3,018		Cost	
KAO Corp-145 SHS	3,500		Cost	
KAO CORP-90 SHS		2,173	Cost	2,448
KDDI CORP ADR-155 SHS	8,748		Cost	
KDDI CORP ADR-370 SHS		5,221	Cost	5,957
KELLOGG CO.-100 SHS	4,992		Cost	
KIRBY CORP-145		4,416	Cost	9,547
KIRBY CORP-145 SHS	4,416		Cost	
KNIGHT TRANSN INC-135 SHS	2,711	2,711	Cost	2,111
KONINKLIJKE AHOLD NV SPONSORED ADR-4		6,321	Cost	6,321
KONINKLIJKE AHOLD NV SPONSORED ADR-7	9,617		Cost	
Kraft Foods-115 SHS	3,644	3,644	Cost	4,296
L OREAL CO ADR-155 SHS		3,184	Cost	3,229
LANDAUER INC-30 SHS	1,531	1,531	Cost	1,545
LIFE TECHNOLOGIES CORP-75 SHS	3,719		Cost	
LINDE AG-SPONSORED ADR-420		5,305	Cost	6,262
LINDE AG-SPONSORED ADR-500 SHS	6,027		Cost	
LIQUIDITY SVCS INC-128		2,847	Cost	4,723
LKQ CORP-230 SHS	3,429	3,429	Cost	6,918
LOCKHEED MARTIN-53 SHS	4,119		Cost	
LULULEMON ATHLETICA INC-80 SHS		3,643	Cost	3,733
LVMH MOET HENNESSY LOUIS VUITTON ADR	2,226		Cost	
LVMH MOET HENNESSY LOUIS VUITTON ADR		4,267	Cost	4,355
MAKITA CORP.-145 SHS	4,370		Cost	
MANHATTAN ASSOC INC-150 SHS	3,154		Cost	
MANHATTAN ASSOCS INC-125 SHS		2,435	Cost	5,060
MASCO CORP.-460 SHS	5,545		Cost	
MASCO CORP.-570 SHS		7,036	Cost	5,974
MASTERCARD INC CL A-15 SHS	4,031		Cost	
MASTERCARD INC-9 SHS		3,103	Cost	3,355
MC DONALDS CORP.-110 SHS	7,214		Cost	
MC DONALDS CORP.-60 SHS		4,049	Cost	6,020
MCGRATH RENTCORP-100 SHS	3,179		Cost	
MCGRAW HILL COMPANIES INC-195	6,860		Cost	
MEDTRONIC INC.-235 SHS	7,250		Cost	

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MEDTRONIC INC.-250 SHS	$	$ 7,855	Cost	$ 9,562
MERCK & CO INC NEW-100 SHS	3,690		Cost	
MERCK & CO INC NEW-240 SHS		8,469	Cost	9,048
MERIDIAN BIOSCIENCE INC-125 SHS	2,742		Cost	
MERIDIAN BIOSCIENCE INC-160 SHS		3,608	Cost	3,014
METLIFE INC-170 SHS	4,723		Cost	
METLIFE INC-295 SHS		9,733	Cost	9,198
MICHELIN COMPAGNIE GENERALE DES ETAB	3,992		Cost	
MICROSOFT CORP-385 SHS		8,500	Cost	9,995
MICROSOFT CORP-510	12,031		Cost	
MONRO MUFFLER BRAKE INC-135 SHS		4,334	Cost	5,237
MONRO MUFFLER BRAKE INC-60 SHS	1,996		Cost	
MONSANTO CO-65 SHS		4,640	Cost	4,555
MOOG INC CL A-115 SHS		4,570	Cost	5,052
MOOG INC CL A-80 SHS	3,092		Cost	
MORNINGSTAR INC-140 SHS	5,736	5,736	Cost	8,323
MTN GROUP LTD SPONSORED ADR-320 SHS		4,625	Cost	5,664
MTN GROUP LTD SPONSORED ADR-455 SHS	6,721		Cost	
NATIONAL INSTRS CORP-75 SHS	2,380		Cost	
NATIONAL INSTRS CORP-77 SHS		1,629	Cost	1,998
NATIONAL OILWELL VARCO-110 SHS		5,777	Cost	7,479
NATIONAL OILWELL VARCO-115 SHS	5,640		Cost	
NESTLE S A SPONSORED ADR-180 SHS	8,763		Cost	
NESTLE S A SPONSORED ADR-80 SHS		3,834	Cost	4,617
NETAPP INC-115 SHS	3,961		Cost	
NEW GOLD INC-560 SHS		5,230	Cost	5,645
NEW GOLD INC-605 SHS	5,454		Cost	
NEW YORK CMNTY BANCORP INC-635 SHS		7,826	Cost	7,855
NEW YORK COMMUNITY BANCORP-415 SHS	4,636		Cost	
NEWELL RUBBERMAID INC-615 SHS		9,364	Cost	9,932
NIKE INC CL B CL B-57 SHS		3,680	Cost	5,493
NIKE INC CL B CL B-95 SHS	6,133		Cost	
NORDEA BK AB SWEDEN-585 SHS		6,185	Cost	4,575
NORDSTROM INC.-70 SHS	2,675		Cost	
NOVARTIS AG-130 SHS		7,169	Cost	7,432
NOVARTIS AG-85 SHS	4,488		Cost	
NOVO-NORDISK A S ADR-105 SHS	7,046		Cost	

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NOVO-NORDISK A S ADR-55 SHS	$	$ 3,691	Cost	$ 6,339
NTT DOCOMO INC ADR-200 SHS		3,783	Cost	3,670
NXP SEMICONDUCTORS N V-145 SHS		4,213	Cost	2,229
OGX PETROLEO E GAS PARTICIPACOES-395		3,694	Cost	2,880
OMNICOM GROUP Inc-205 SHS	6,785	6,785	Cost	9,139
ORACLE CORPORATION-105 SHS		3,062	Cost	2,693
ORACLE CORPORATION-90	2,287		Cost	
OWENS & MINOR INC-82 SHS	2,315	2,315	Cost	2,279
PEETS COFFEE & TEA INC-45	1,125	1,125	Cost	2,821
PENN WEST PETROLEUM LTD-135 SHS		3,622	Cost	2,673
PENSKE AUTO GROUP INC-3,224 SHS	16,335	16,335	Cost	62,062
PEPSICO INC-105 SHS		6,774	Cost	6,967
PEPSICO INC-225 SHS	14,240		Cost	
PEPSICO INC-97 SHS		6,018	Cost	6,436
PERRIGO CO-25 SHS		2,267	Cost	2,432
PETROFAC LTD-300		3,274	Cost	3,357
PFIZER INC-395 SHS	7,934		Cost	
PFIZER INC-460 SHS		9,080	Cost	9,954
PHILIP MORRIS INTL INC COM PURCHASE	6,362		Cost	
PHILIP MORRIS INTL INC-70 SHS		3,072	Cost	5,494
PINNACLE FINL PARTNERS INC-120	1,810		Cost	
POLARIS INDS INC-30 SHS	787		Cost	
POLYPORE INTL INC-64		4,140	Cost	2,815
POTASH CORP SASK INC-116		5,270	Cost	4,788
POTASH CORP SASK INC-32	3,758		Cost	
POWER INTEGRATIONS INC-60 SHS	1,326	1,326	Cost	1,990
PRECISION CASTPARTS CORP-27 SHS	3,280		Cost	
PRECISION CASTPARTS CORP-32 SHS		4,095	Cost	5,273
PRECISION DRILLING CORPORATION-145		1,945	Cost	1,488
PRICELINE COM INC-11 SHS		4,810	Cost	5,145
PRICELINE COM INC-3 SHS	1,185		Cost	
PROSPERITY BANCSHARES INC-50 SHS		2,218	Cost	2,018
PRUDENTIAL FINL INC-130 SHS	6,968		Cost	
PRUDENTIAL FINL INC-185 SHS		10,230	Cost	9,272
PSS WORLD MED INC-75 SHS	1,336		Cost	
QUALCOMM INC-110 SHS		4,269	Cost	6,017
QUALCOMM INC-180 SHS		8,209	Cost	9,846

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
QUALCOMM INC-395 SHS	$ 16,269	$	Cost	$
RAVEN INDS INC-100 SHS	3,589		Cost	
RAVEN INDS INC-55 SHS		1,747	Cost	3,405
RED HAT INC-70 SHS	2,139	2,139	Cost	2,890
REED ELSEVIER P L C SPONSORED ADR-19		6,233	Cost	6,287
REED ELSEVIER P L C SPONSORED ADR-23	7,453		Cost	
RIO TINTO PLC SPONSORED-135 SHS	9,460		Cost	
RIO TINTO PLC SPONSORED-95 SHS		6,657	Cost	4,647
RIVERBED TECHNOLOGY INC-105 SHS	2,763		Cost	
RLI CORP-50 SHS	2,967	2,967	Cost	3,643
ROCHE HLDG LTD SPONS ADR-415 SHS	16,547		Cost	
ROCHE HLDG LTD SPONSORED ADR-210 SHS		8,272	Cost	8,936
ROCKWELL COLLINS INC-60 SHS	3,427		Cost	
ROFIN SINAR TECHNOLOGIES-70 SHS	1,690	1,690	Cost	1,600
ROYAL DUTCH SHELL PLC-80 SHS	5,253		Cost	
RUDDICK CORP-60 SHS	1,962	1,962	Cost	2,558
Sage Corp-310 SHS	4,593		Cost	
SAGE GROUP PLC UNSPONSORED ADR-205		3,018	Cost	3,727
SALESFORCE COM INC-39 SHS		3,103	Cost	3,957
SALESFORCE COM INC-45 SHS	3,279		Cost	
SALLY BEAUTY HLDGS INC-235 SHS	2,054		Cost	
SALLY BEAUTY HLDGS INC-290		2,819	Cost	6,128
SANOFI-AVENTIS SPON ADR-200 SHS	8,190	8,190	Cost	7,308
SAP AG SPONSORED ADR-140 SHS	6,925		Cost	
SAP AG SPONSORED ADR-95 SHS		4,699	Cost	5,030
SCANSOURCE INC-65 SHS	1,791	1,791	Cost	2,340
SCHLUMBERGER LTD-220 SHS	12,556	12,556	Cost	15,028
SCHNEIDER ELEC SA ADR-595		6,766	Cost	6,253
SCHNEIDER ELEC SA-690 SHS	8,015		Cost	
SGS SA-375 SHS		5,134	Cost	6,214
SGS SA-555 SHS	7,598		Cost	
SHINHAN FINL GROUP CO LTD-50 SHS		4,254	Cost	3,411
SIEMENS AG-75 SHS	7,176		Cost	
SILVER WHEATON CORP-145 SHS		2,348	Cost	4,199
SILVER WHEATON CORP-375 SHS	6,256		Cost	
SIMPSON MFG INC-65 SHS	2,135	2,135	Cost	2,188
SMITH & NEPHEW P L C SPONSORED ADR N	6,791		Cost	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SOCIEDAD QUIMICA Y MINERA DE CHILE S	$ 8,548	$	Cost	$
SOCIEDAD QUIMICA Y MINERA DE CHILE S		3,419	Cost	4,308
SODEXO-110 SHS	6,412		Cost	
SODEXO-90 SHS		5,454	Cost	6,476
SONY CORP-80 SHS	2,641		Cost	
STAPLES INC-490 SHS		9,930	Cost	6,806
STARBUCKS CORP-155 SHS		3,867	Cost	7,132
STARBUCKS CORP-175 SHS	4,379		Cost	
STATE BK FINL CORP-145 SHS		2,324	Cost	2,191
STERICYCLE INC-50 SHS		4,143	Cost	3,896
SUBSEA 7 S A SPONSORED ADR-260 SHS		6,228	Cost	4,839
SUN HUNG KAI PROP LTD-215 SHS		3,192	Cost	2,688
SUN HUNG KAI PROP LTD-315 SHS	4,693		Cost	
SUNCOR ENERGY INC-100 SHS	3,401		Cost	
SWEDBANK A B SPONSORED ADR-305 SHS	3,111		Cost	
SYSCO CORP-205 SHS	5,821		Cost	
TALISMAN ENERGY INC-175 SHS	3,210		Cost	
TECHNE CORP-45 SHS	2,814	2,814	Cost	3,072
TECK RESOURCES LIMITED-75 SHS	3,695		Cost	
TERADATA CORP-70 SHS		2,683	Cost	3,396
TERADATA CORP-95 SHS	3,661		Cost	
TESCO PLC SPONSORED ADR-330 SHS		6,461	Cost	6,217
TESCO PLC SPONSORED ADR-375 SHS	7,703		Cost	
TEVA PHARMACEUTICAL INDS-150 SHS	8,304		Cost	
TEVA PHARMACEUTICAL INDS-175 SHS		7,314	Cost	7,063
TIFFANY & CO-115 SHS	5,449		Cost	
TIFFANY & CO-95 SHS		4,479	Cost	6,295
TNT N V SPONSORED ADR-325 SHS	10,104		Cost	
TRIMBLE NAV LTD-105 SHS		4,279	Cost	4,557
TULLOW OIL PLC ADR-385 SHS		4,147	Cost	4,137
TURKIYE GARANTI BANKASI A S SPONS-66		3,445	Cost	2,068
TURKIYE GARANTI BANKASI A S SPONS-95	4,921		Cost	
ULTA SALON COSMETICS & FRAGRANCE INC	1,720		Cost	
UMPQUA HLDGS CORP-250 SHS	3,225	3,225	Cost	3,098
UNILEVER N V NEW YORK-180 SHS		5,737	Cost	6,187
UNILEVER N V NEW YORK-385 SHS	12,270		Cost	
UNITED TECHNOLOGIES CORP-65 SHS	4,724	4,724	Cost	4,751

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
UNIVERSAL HEALTH REALTY INC-50 SHS	$ 1,720	$	Cost	$
UNIVERSAL HEALTH RLTY INCOME TR-65		2,260	Cost	2,535
VALEO SPONSORED-140 SHS	3,899		Cost	
VERIZON COMMUNICATIONS-220 SHS	7,120		Cost	
VODAFONE GROUP PLC NEW SPONSORED ADR	13,187		Cost	
VODAFONE GROUP PLC NEW SPONSORED ADR		9,387	Cost	11,773
VODAFONE GROUP PLC-285 SHS		7,563	Cost	7,989
WAL-MART STORES INC.-140 SHS	7,067	7,067	Cost	8,366
WALT DISNEY CO-145 SHS		4,479	Cost	5,438
WALT DISNEY CO-205 SHS	6,024		Cost	
WELLS FARGO & CO-315 SHS	9,564	9,564	Cost	8,681
WESTAMERICA BANCORPORATION-45 SHS	2,119		Cost	
WESTAMERICA BANCORPORATION-75 SHS		3,446	Cost	3,293
WHOLE FOODS MKT INC-85 SHS		3,106	Cost	5,914
WHOLE FOODS MKT INC-95 SHS	3,479		Cost	
WILLIS GROUP HOLDINGS COM-260 SHS	7,108		Cost	
WILLIS GROUP HOLDINGS-205 SHS		5,761	Cost	7,954
WOLVERINE WORLD WIDE INC-85 SHS	2,078	2,078	Cost	3,029
WRIGHT EXPRESS CORP-50 SHS		2,343		2,714
YOUNG INNOVATIONS INC-55 SHS	1,520	1,520	Cost	1,630
Total	$ 1,269,343	$ 1,147,055		$ 1,299,034

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
$100,000 BANK ON 5.9%	$ 50,929	$	Cost	$
$100,000 GENERAL ELECTRIC CO	102,717	102,717	Cost	102,248
Total	$ 153,646	$ 102,717		$ 102,248

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS	$	$		$
BLACKROCK ALLOCATION INS 11808.809	206,110		Cost	
BLACKROCK ALLOCATION 12,191.678		213,187	Cost	222,376
CALMUS INVT 9319.664	100,000		Cost	
CALMOS INVT 10,495.581		112,500	Cost	111,358
DIAMOND HILL LONG/SHORT 3091.387	49,290		Cost	
DIAMOND HILL LONG/SHORT 396.989		49,385	Cost	52,432
FRANKLIN CUSTODIAN FDS INCOME 46728.	100,000		Cost	
FRANKLIN CUSTODIAN FDS INCOME 52856.		112,500	Cost	109,941
FRANKLIN INV SEC TR FLOATING RATE 54	50,000		Cost	
IVY FUNDS INC ASSET STRATEGY 6683.22	125,000	125,000	Cost	150,038
MFB EMERGING MATRKETS 6800.49	81,334		Cost	
MFB FDS GLOBAL REAL 3703.09	50,000		Cost	
MFB HIGH YIELD FIXED INCOME 9222.3	69,829		Cost	
MFB HIGH YIELD FIXED INCOME 19,536.8		144,829	Cost	137,540
MFB MMG MID CAP 823.05		10,000	Cost	8,988
MFB MULTI-MGR EMERGING 9990.25	195,000		Cost	
MFB MULTI-MGR EMERGING 8,854.4		171,159	Cost	143,530
MFB NORTHERN GLOBAL REAL ESTATE 3703		60,000	Cost	65,176
MFB NORTHERN HIGH YIELD 6062.14	62,986		Cost	
MFB NORTHERN HIGH YIELD 13,113.83		137,985	Cost	130,351
MFC ISHARES TRUST BARCLAYS 325		35,316	Cost	37,924
MFC SPDR GLOBAL TRUST 300	33,130		Cost	
MFC SPDR GLOBAL TRUST GOLD 450		54,498		68,396
MFO PIMCO FDS PAC INVT 13617.06	98,402		Cost	
MFO PIMCO FDS PAC INV 14,127.26		103,402	Cost	92,392
PIMCO GLOBAL MULTI ASSET 9685.245	109,055		Cost	
PIMCO GLOBAL MULTU ASSETS 10,624.759		119,599	Cost	114,216
PIMCO UNCONSTRAINED BOND FD 9272.968	102,507	102,507	Cost	100,983
TEMPLETON FDS INCOME TRUST GLOBAL B	100,000		Cost	
TEMPLETON FDS INCOME TRUST GLOBAL		100,590	Cost	93,047
PARTNERSHIPS:				
37,350 QUADRANGLE FUND LLC	163,297	159,477	Cost	191,847
STRENGTH CAPITAL	96,766	88,592	Cost	96,766
STRENGTH CAPITAL II	845,875	828,529	Cost	814,410
KKR & CO		10,204	Cost	7,890
Total	$ 2,638,581	$ 2,739,259		$ 2,749,601

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
REFUNDABLE TAXES	$ 2,224	$ 1,718	$ 1,718
Total	$ 2,224	$ 1,718	$ 1,718

Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

EXEMPT ORGANIZATIONS UNDER SEC 501(C)(3)OF INTERNAL REVENUE CODE SHOULD SUBMIT A DETAILED REQUEST, INDCLUDING PROPOSED GRANT USE. A COPY OF THE APPLICANTS IRS DETERMINATION LETTER IS REQUIRED

Statement 11 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

APPLICATIONS ACCEPTED AT ANYTIME NOTICE OF APPROVAL, REJECTION OR REQUESTS FOR ADDITIONAL INFORMATION USUALLY SENT OUT WITHIN TWO MONTHS.

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

ALL APPLICATIONS ARE REVIEWED BY THE BOARD OF TRUSTEES

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
AMERICAN ACADEMY IN ROME NEW YORK NY 10022	7 EAST 60TH ST	PUBLIC	GENERAL	25,000
ARCHITECTUAL LEAGUE OF NY NEW YORK NY 10022	457 MADISON AVE	PUBLIC	GENERAL	25,000
BIRMINGHAM COMMUNITY HOUS BIRMINGHAM MI 48009	380 S BATES ST	PUBLIC	GENERAL	5,000
BORN & RAISED DETROT BIRMINGHAM MI 48009	220 PARK ST	PUBLIC	GENERAL	1,000
CROHNS & COLITIS FOUNDATI FARMINGTON HILLS MI 48334	31313 NORTHWESTERN HWY 20	PUBLIC	GENERAL	5,000
CHILD ABUSE & NEGLECT COU PONTIAC MI 48341	44765 WOODWARD AVE	PUBLIC	GENERAL	10,000
DETROIT INSTITUTE OF ARTS DETROIT MI 48202	5200 WOODWARD AVE	PUBLIC	GENERAL	12,500
DETROIT SYMPHONY ORCHESTR DETROIT MI 48201	3711 WOODWARD AVE	PUBLIC	GENERAL	15,000
GRACE CENTER OF HOPE PONTIAC MI 48342	35 E HURON	PUBLIC	GENERAL	10,000
HENRY FORD HEALTH DETROIT MI 48202	1 FORD PLACE 5A	PUBLIC	GENERAL	10,000
MICHIGAN OPERA THEATRE DETROIT MI 48226	1526 BROADWAY	PUBLIC	GENERAL	75,000
PUBLIC ART FUND NEW YORK NY 10022	1 EAST 53RD ST	PUBLIC	GENERAL	25,000
SKY FOUNDATION BLOOMFIELD HILLS MI 48304	33 BLOOMFIELD PARKWAY	PUBLIC	GENERAL	10,000
Total				228,500

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

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 THE WILLIAMS FAMILY FUND	Employer identification number (EIN) or [X] 38-2837463
	Number, street, and room or suite no If a P O box, see instructions 380 N OLD WOODWARD AVENUE 300	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions BIRMINGHAM MI 48009	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

R JAMISON WILLIAMS JR
380 N OLD WOODWARD

- The books are in the care of ▶ BIRMINGHAM MI 48009

Telephone No ▶ 248-642-0333 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 08/15/12 , 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	$ 6,821
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	$ 3,821
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	$ 3,000

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