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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation
ERNEST G & CECIL B WILLIAMS
FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
6 MONTCREST DRIVE

City or town, state, and ZIP code
BIRMINGHAM, AL 35213

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 626,947** **J** Accounting method Cash Accrual
 Other (specify) _____

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	4,272	4,272		
4	Dividends and interest from securities.	12,371	12,371		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	97,925			
b	Gross sales price for all assets on line 6a 424,503				
7	Capital gain net income (from Part IV, line 2) . . .				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-417	4		
12	Total. Add lines 1 through 11	114,151	16,647		

Revenue	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)	1,750		
c	Other professional fees (attach schedule)	5,041		
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions)	84		
19	Depreciation (attach schedule) and depletion . . .			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	81		
24	Total operating and administrative expenses.			
	Add lines 13 through 23	6,956	0	0
25	Contributions, gifts, grants paid.	34,200		34,200
26	Total expenses and disbursements. Add lines 24 and 25	41,156	0	34,200
27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	72,995		
b	Net investment income (if negative, enter -0-) . . .		16,647	
c	Adjusted net income (if negative, enter -0-) . . .			

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		7,582	102,175	
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	489,032	486,465	524,772	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)					
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ►					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	496,614	588,640	626,947		
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	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> 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	496,614	588,640		
	30 Total net assets or fund balances (see page 17 of the instructions)	496,614	588,640		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	496,614	588,640			

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	496,614
2	Enter amount from Part I, line 27a	2	72,995
3	Other increases not included in line 2 (itemize) ►	3	38,309
4	Add lines 1, 2, and 3	4	607,918
5	Decreases not included in line 2 (itemize) ►	5	19,278
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	588,640

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	20,000	653,864	0 030587
2009	28,950	598,268	0 048390
2008	34,975	873,083	0 040059
2007	107,524	1,326,883	0 081035
2006	108,574	1,470,276	0 073846
2	Total of line 1, column (d).	2	0 27391
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 05478
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	657,09
5	Multiply line 4 by line 3.	5	35,99
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	16
7	Add lines 5 and 6.	7	36,16
8	Enter qualifying distributions from Part XII, line 4.	8	34,20

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	333
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 <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	333
3	Add lines 1 and 2.		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments	6a 6b 6c 6d	169
a	2011 estimated tax payments and 2010 overpayment credited to 2011		
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d.	7	169
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>		
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	164

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	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____	1c	No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	3	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	4a 4b	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	5	No
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> AL		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	6	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	7 8b	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► CECE HARTLEY Telephone no ► (205) 870-0822			
	Located at ► 6 MONTCREST DRIVE BIRMINGHAM AL ZIP +4 ► 35213			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► <input type="checkbox"/> 15			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	
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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ERNEST S WILLIAMS	DIRECTOR 1 00	0	0	0
947 MONMOUTH ROAD TUSCALOOSA, AL 35406				
TURNER B WILLIAMS	DIRECTOR 1 00	0	0	0
21 MONTCREST DRIVE BIRMINGHAM, AL 35213				
CECIL WILLIAMS HARTLEY	DIRECTOR 1 00	0	0	0
6 MONTCREST DRIVE BIRMINGHAM, AL 35213				

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities.	1a	602,221
b Average of monthly cash balances.	1b	64,879
c Fair market value of all other assets (see page 24 of the instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	667,100
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2 Acquisition indebtedness applicable to line 1 assets.	2	
3 Subtract line 2 from line 1d.	3	667,100
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	10,007
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	657,093
6 Minimum investment return. Enter 5% of line 5.	6	32,855

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6.	1	32,855
2a Tax on investment income for 2011 from Part VI, line 5.	2a	333
b Income tax for 2011 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	333
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	32,522
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	32,522
6 Deduction from distributable amount (see page 25 of the instructions).	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	32,522

Part XII Qualifying Distributions (see page 25 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	34,200
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	34,200
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	34,200

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				32,522
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.	37,142			
b From 2007.	44,026			
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	81,168			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 34,200				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . .				
d Applied to 2011 distributable amount.				32,522
e Remaining amount distributed out of corpus	1,678			
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	82,846			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	37,142			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	45,704			
10 Analysis of line 9				
a Excess from 2007.	44,026			
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.	1,678			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

1) MUST BE A 501(C)(3) ORGANIZATION

c Any submission deadlines

NONE

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

AWARDS ARE LIMITED AS DEFINED IN THE ARTICLES OF INCORPORATION

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE UNIVERSITY OF ALABAMA ROSE ADMINISTRATION BLDG TUSCALOOSA, AL 35487	NONE		FUND UNIVERSITY PROGRAMS	32,000
CRIPPLED CHILDRENS FOUNDATION 2019 4TH AVE N BIRMINGHAM, AL 35203	NONE		FUND CHARITABLE PROGRAMS	2,200
CANTERBURY UNITED METHODIST CHURCH 350 OVERBROOK ROAD BIRMINGHAM, AL 35213	NONE		FUND RELIGIOUS PROGRAMS	2,000
Total			► 3a	36,200
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the 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			14	4,272
4	Dividends and interest from securities.			14	12,371
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.				4
8	Gain or (loss) from sales of assets other than inventory				97,925
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory.				
11	Other revenue a <u>FERRELL GAS K-1</u>				-421
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e).				16,643
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions on page 28 to verify calculations)				114,151

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

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

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

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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		
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>				
<p>***** Signature of officer or trustee</p>	<p>2012-05-15 Date</p>	<p>***** Title</p>		
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>Check if self-employed <input checked="" type="checkbox"/></p>	<p>PTIN</p>
	<p>ROBERT L INGRAM JR</p>	<p>2012-05-07</p>		
	<p>Firm's name</p>	<p>JESSUP INGRAM BURNS & ASSOCIATES LLP</p>		<p>Firm's EIN</p>
	<p>204 MARINA DR STE 100</p>			
<p>Firm's address</p>	<p>TUSCALOOSA, AL 35406</p>		<p>Phone no (205) 349-1322</p>	

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID:

Software Version:

EIN: 63-1135511

Name: ERNEST G & CECIL B WILLIAMS
FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

TY 2011 Accounting Fees Schedule

Name: ERNEST G & CECIL B WILLIAMS
FOUNDATION
EIN: 63-1135511

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,750			

TY 2011 Compensation Explanation

Name: ERNEST G & CECIL B WILLIAMS
FOUNDATION
EIN: 63-1135511

Person Name	Explanation
ERNEST S WILLIAMS	
TURNER B WILLIAMS	
CECIL WILLIAMS HARTLEY	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: ERNEST G & CECIL B WILLIAMS
FOUNDATION
EIN: 63-1135511

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ALABAMA POWER CO CLD	2006-09	PURCHASE	2011-06		62,500	60,375			2,125	
ALABAMA POWER CO	2006-10	PURCHASE	2011-06		62,500	60,900			1,600	
ALTRIA GROUP INC	1999-03	PURCHASE	2011-08		11,590	4,155			7,435	
COLONIAL PROPT SBI ALA	1999-01	PURCHASE	2011-08		15,529	23,400			-7,871	
COLONIAL PROPT SBI ALA	1999-02	PURCHASE	2011-08		10,353	15,000			-4,647	
COLONIAL PROPT SBI ALA	1999-02	PURCHASE	2011-08		6,903	10,000			-3,097	
ENERGEN CORP COM PV 1CENT	1999-03	PURCHASE	2011-08		58,385	9,300			49,085	
ENERGEN CORP COM PV 1CENT	1999-03	PURCHASE	2011-08		29,192	4,686			24,506	
ENERGEN CORP COM PV 1CENT	1999-03	PURCHASE	2011-08		4,866	781			4,085	
ENERGEN CORP COM PV 1CENT	1999-03	PURCHASE	2011-08		4,867	781			4,086	
TOTAL SYS SVCS INC	1990-04	PURCHASE	2011-08		5,300	1,119			4,181	
TOTAL SYS SVCS INC	1990-04	PURCHASE	2011-08		15,798	3,333			12,465	
TOTAL SYS SVCS INC	1998-05	PURCHASE	2011-08		4,781	7,861			-3,080	
TRANSOCEAN LTD	2011-08	PURCHASE	2011-09		9,742	11,414			-1,672	
POTLATCH CORP NEW	2011-08	PURCHASE	2011-09		11,852	13,520			-1,668	
POTLATCH CORP NEW	2011-09	PURCHASE	2011-11		2,963	3,156			-193	
TELEFONCIA SA SPAIN ADR	2011-08	PURCHASE	2011-11		7,304	8,516			-1,212	
KIMBERLY CLARK	2008-01	PURCHASE	2011-01		5,096	5,528			-432	
NATIONAL-OILWELL VARCO	2009-02	PURCHASE	2011-01		1,980	799			1,181	
TORCHMARK CORP COMMON	2006-08	PURCHASE	2011-01		1,538	1,550			-12	
TORCHMARK CORP COMMON	2008-10	PURCHASE	2011-01		2,153	1,542			611	
TORCHMARK CORP COMMON	2009-04	PURCHASE	2011-01		2,461	1,123			1,338	
HUDSON CITY BANCORP INC	2009-11	PURCHASE	2011-02		3,514	4,155			-641	
PPG INDUSTRIES INC	2007-10	PURCHASE	2011-02		3,008	2,737			271	
TYCO INTL LTD NAMEN-AKT COR	2008-02	PURCHASE	2011-02		2,769	2,401			368	
AFLAC INC	2009-02	PURCHASE	2011-03		5,978	2,599			3,379	
CSX CORP	2010-03	PURCHASE	2011-04		7,216	4,593			2,623	
PPG INDUSTRIES INC	2007-10	PURCHASE	2011-04		1,928	1,564			364	
KOHLS CORP WISC PV 1CENT	2010-06	PURCHASE	2011-05		2,113	2,053			60	
KOHLS CORP WISC PV 1CENT	2010-08	PURCHASE	2011-05		2,906	2,525			381	
L-3 COMMUNICATIONS HLDGS	2001-01	PURCHASE	2011-04		4,406	2,988			1,418	
L-3 COMMUNICATIONS HLDGS	2010-07	PURCHASE	2011-04		801	747			54	
THERMO FISHER SCIENTIFIC	2005-05	PURCHASE	2011-06		1,300	603			697	
AVAGO TECHNOLOGIES LTD	2010-09	PURCHASE	2011-07		1,170	630			540	
ACCENTURE PLC SHS	2008-05	PURCHASE	2011-07		1,896	1,165			731	
JPMORGAN CHASE & CO	2009-03	PURCHASE	2011-07		2,815	1,426			1,389	
JPMORGAN CHASE & CO	2009-04	PURCHASE	2011-07		2,011	1,370			641	
JPMORGAN CHASE & CO	2011-02	PURCHASE	2011-07		1,005	1,141			-136	
VF CORPORATION	2011-01	PURCHASE	2011-07		1,688	1,234			454	
CF INDS HOLDINGS INC	2011-05	PURCHASE	2011-08		2,605	2,009			596	
HARRIS CORP DEL	2006-09	PURCHASE	2011-07		4,393	4,549			-156	
HARRIS CORP DEL	2006-11	PURCHASE	2011-07		1,046	1,063			-17	
HEWLETT PACKARD CO DEL	2007-08	PURCHASE	2011-07		1,294	1,624			-330	
HEWLETT PACKARD CO DEL	2007-08	PURCHASE	2011-07		555	704			-149	
HEWLETT PACKARD CO DEL	2007-12	PURCHASE	2011-07		924	1,290			-366	
HEWLETT PACKARD CO DEL	2008-05	PURCHASE	2011-07		1,109	1,379			-270	
HEWLETT PACKARD CO DEL	2010-08	PURCHASE	2011-07		924	1,073			-149	
INGERSOLL RAND PLC	2011-04	PURCHASE	2011-08		3,305	5,466			-2,161	
PPG INDUSTRIES INC	2007-10	PURCHASE	2011-07		859	782			77	
PPG INDUSTRIES INC	2007-11	PURCHASE	2011-07		2,577	2,062			515	
TARGET CORP	2010-03	PURCHASE	2011-08		2,536	2,675			-139	
VF CORP	2011-01	PURCHASE	2011-08		1,176	823			353	
VF CORP	2011-01	PURCHASE	2011-10		4,941	3,291			1,650	
AVON PRODUCTS INC	2010-06	PURCHASE	2011-11		1,327	2,079			-752	
AVON PRODUCTS INC	2010-12	PURCHASE	2011-11		1,770	2,921			-1,151	
METROPCS COMM INC	2011-07	PURCHASE	2011-12		1,993	3,989			-1,996	
METROPCS COMM INC	2011-08	PURCHASE	2011-12		1,526	2,012			-486	
TYCO INTL LTD NAMEN-AKT	2008-02	PURCHASE	2011-12		3,266	2,802			464	
TYCO INTL LTD NAMEN-AKT	2009-05	PURCHASE	2011-12		2,200	1,215			985	

TY 2011 Investments Corporate Stock Schedule

Name: ERNEST G & CECIL B WILLIAMS
FOUNDATION
EIN: 63-1135511

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERRILL LYNCH ACCOUNT 4010	280,888	296,316
MERRILL LYNCH ACCOUNT 4011	205,577	228,456

TY 2011 Other Decreases Schedule

Name: ERNEST G & CECIL B WILLIAMS
FOUNDATION
EIN: 63-1135511

Description	Amount
PRIOR PERIOD ADJUSTMENT FOR 2010 GIFT	20,000
OTHER PRIOR PERIOD ADJUSTMENT	-722

TY 2011 Other Expenses Schedule

Name: ERNEST G & CECIL B WILLIAMS
FOUNDATION
EIN: 63-1135511

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK FEES	81			

TY 2011 Other Income Schedule

Name: ERNEST G & CECIL B WILLIAMS
FOUNDATION
EIN: 63-1135511

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER FUNDS RECEIVED	4	4	
FERRELL GAS K-1	-421		

TY 2011 Other Increases Schedule

Name: ERNEST G & CECIL B WILLIAMS
FOUNDATION
EIN: 63-1135511

Description	Amount
UNREALIZED GAIN ON SECURITIES	38,309

TY 2011 Other Professional Fees Schedule

Name: ERNEST G & CECIL B WILLIAMS

FOUNDATION

EIN: 63-1135511

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEE	5,041			

TY 2011 Taxes Schedule

Name: ERNEST G & CECIL B WILLIAMS
FOUNDATION
EIN: 63-1135511

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN DIVIDEND TAX	84			