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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and endingJ.L. WILLIAMS FOUNDATION, INC.
P.O. BOX 797464
DALLAS, TX 75379**A** Employer identification number
75-2671320**B** Telephone number (see the instructions)
(972) 588-3636**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 ☒ 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, column (c), line 16)
▶ \$ 15,360,399.**J** Accounting method. ☒ 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)**1** Contributions, gifts, grants, etc., received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

247,038.

247,038.

N/A

4 Dividends and interest from securities

58,783.

58,783.

5a Gross rents
b Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10.
b Gross sales price for all assets on line 6a 498,888.

37,610.

37,610.

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/(loss) (att sch)**11** Other income (attach schedule)

SEE STATEMENT 1

40,994.

40,994.

12 Total. Add lines 1 through 11

384,425.

384,425.

19,800.

13 Compensation of officers, directors, trustees, etc

198,000.

178,200.

14 Other employee salaries and wages

25,008.

25,008.

15 Pension plans, employee benefits

12,063.

10,897.

17,166.

16a Legal fees (attach schedule)**b** Accounting fees (attach sch) SEE ST 2

4,437.

4,437.

c Other prof fees (attach sch)**17** Interest**18** Taxes (attach schedule)(see instrs) SEE STM 3

28,861.

27,346.

1,515.

19 Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 4

46,899.

37,406.

24 Total operating and administrative expenses. Add lines 13 through 23

315,268.

283,294.

22,481.

25 Contributions, gifts, grants paid PART XV

341,500.

341,500.

26 Total expenses and disbursements. Add lines 24 and 25

656,768.

283,294.

363,981.

27 Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements

-272,343.

b Net investment income (if negative, enter -0-)

101,131.

c Adjusted net income (if negative, enter -0-)

SCANNED MAY 23 2012

REVENUE

ADMINISTRATIVE EXPENSES

17

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
A S S E T S	1	Cash — non-interest-bearing		10,354,408.	9,930,974.	9,930,974.
	2	Savings and temporary cash investments				
	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 (attach sch) <u>2,329,294.</u>	STATEMENT 5			
		Less: allowance for doubtful accounts		2,169,488.	2,329,294.	2,329,294.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		1,796.	2,773.	2,773.
	10a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) STATEMENT 6		1,935,483.	1,988,405.	2,345,217.
	c	Investments — corporate bonds (attach schedule) STATEMENT 7		306,330.	262,244.	262,244.
	11	Investments — land, buildings, and equipment: basis <u>214,790.</u>				
	Less: accumulated depreciation (attach schedule) SEE STMT 8		214,790.	214,790.	251,470.	
12	Investments — mortgage loans					
13	Investments — other (attach schedule) STATEMENT 9		618,018.	597,467.	235,422.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 10)		3,005.	3,005.	3,005.	
16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)		15,603,318.	15,328,952.	15,360,399.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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.	
N E T A S S E T S O R F U N D B A L A N C E S	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, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		15,603,318.	15,328,952.	
	30	Total net assets or fund balances (see instructions)		15,603,318.	15,328,952.	
	31	Total liabilities and net assets/fund balances (see instructions)		15,603,318.	15,328,952.	

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	15,603,318.
2	Enter amount from Part I, line 27a	2	-272,343.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	15,330,975.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 11	5	2,023.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	15,328,952.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 12				
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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 37,610.
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 31,025.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	325,312.	15,068,934.	0.021588
2009	277,154.	15,066,977.	0.018395
2008	6,209,267.	15,494,176.	0.400748
2007	972,068.	21,254,448.	0.045735
2006	608,965.	20,343,335.	0.029934
2 Total of line 1, column (d)			2 0.516400
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 0.103280
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 15,497,239.
5 Multiply line 4 by line 3			5 1,600,555.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,011.
7 Add lines 5 and 6			7 1,601,566.
8 Enter qualifying distributions from Part XII, line 4			8 363,981.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,023.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,023.
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	2,023.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	4,796.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,796.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,773.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	0.	
		2,773.	Refunded

Part VII-A Statements Regarding Activities

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

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Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>JULIA UNDERWOOD</u> Telephone no ▶ <u>(972) 588-3636</u> Located at ▶ <u>P.O. BOX 797464 DALLAS TX</u> ZIP + 4 ▶ <u>75379</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A ▶ N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If 'Yes,' list the years ▶ 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.)	2b	N/A
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.)	3b	N/A
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

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Form 990-PF (2011)

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)?

5b N/A

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.J. PIPES 8718 VISTA VIEW DALLAS, TX 75243	CHAIRMAN 20.00	100,000.	0.	0.
JONELL H. WILLIAMS 3831 TURTLE CREEK 11B DALLAS, TX 75219	PRESIDENT 10.00	40,000.	0.	0.
JULIA UNDERWOOD P.O. BOX 797464 DALLAS, TX 75379	SEC/TREAS 25.00	40,000.	0.	0.
ANDREA CONNOLLY 311 RIDGEBRIAR DRIVE RICHARDSON, TX 75080-1920	DIRECTOR 10.00	18,000.	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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (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	0.

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Form 990-PF (2011)

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	3,406,731.
b Average of monthly cash balances	1b	9,504,720.
c Fair market value of all other assets (see instructions)	1c	2,821,787.
d Total (add lines 1a, b, and c)	1d	15,733,238.
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	15,733,238.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	235,999.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,497,239.
6 Minimum investment return. Enter 5% of line 5	6	774,862.

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	774,862.
2a Tax on investment income for 2011 from Part VI, line 5	2a	2,023.
b Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,023.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	772,839.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	772,839.
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	772,839.

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	363,981.
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	363,981.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	363,981.

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				772,839.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	3,522,206.			
d From 2009				
e From 2010				
f Total of lines 3a through e	3,522,206.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 363,981.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				363,981.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	408,858.			408,858.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,113,348.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,113,348.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	3,113,348.			
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- (4) Gross investment income**

[illegible]

Form 990-PF (2011)

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)				
<i>a</i> Paid during the year SEE STATEMENT 14				
Total			3a	341,500.
<i>b</i> Approved for future payment				
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) Exclu- sion 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	247,038.	
4	Dividends and interest from securities			14	58,783.	
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			18	37,610.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	O&G ROYALTY INCOME			15	40,806.	
b	OTHER INCOME			14	188.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				384,425.	
13	Total. Add line 12, columns (b), (d), and (e)				13	384,425.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

J.L. WILLIAMS FOUNDATION, INC.

75-2671320

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
O&G ROYALTY INCOME	\$ 40,806.	\$ 40,806.	
OTHER INCOME	188.	188.	
TOTAL	\$ 40,994.	\$ 40,994.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 4,437.	\$ 4,437.		
TOTAL	\$ 4,437.	\$ 4,437.		\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES - O & G	\$ 1,775.	\$ 1,775.		
OTHER TAXES	342.	342.		
PAYROLL TAXES	17,060.	15,545.		\$ 1,515.
PRODUCTIONS TAXES - O & G	1,901.	1,901.		
PROPERTY TAXES	7,783.	7,783.		
TOTAL	\$ 28,861.	\$ 27,346.		\$ 1,515.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	\$ 85.	\$ 85.		
COST DEPLETION - MESABI	3,621.	3,621.		
COST DEPLETION - O & G	6,929.	6,929.		
INSURANCE	22.	22.		
INVESTMENT PROPERTY EXPENSES	19,090.	19,090.		
LOSS - WT-FSR 1 LLC	13,628.	4,135.		
OFFICE SUPPLIES	1,638.	1,638.		
OTHER ROYALTY EXPENSES	234.	234.		
POSTAGE & DELIVERY	389.	389.		

J.L. WILLIAMS FOUNDATION, INC.

75-2671320

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROYALTY EXPENSES - MESABI	\$ 28.	\$ 28.		
STORAGE FEES	1,235.	1,235.		
TOTAL	\$ 46,899.	\$ 37,406.		\$ 0.

STATEMENT 5
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

OTHER NOTES AND LOANS	BOOK VALUE	FAIR MARKET VALUE	DOUBTFUL ACCOUNTS ALLOWANCE
701 INDUSTRIAL	\$ 1,192,806.	\$ 1,192,806.	\$ 0.
1700 E BROAD ST INVESTMENTS	1,136,488.	1,136,488.	0.
TOTAL	\$ 2,329,294.	\$ 2,329,294.	
ALLOWANCE FOR DOUBTFUL ACCOUNTS			\$ 0.
NET OTHER NOTES/LOANS REC. - BOOK VALUE			\$ 2,329,294.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIME WARNER INC	COST	\$ 21,886.	\$ 30,105.
ARCHER DANIEL MIDLAND	COST	7,331.	14,300.
BRISTOL MYERS	COST	26,731.	35,240.
TEXAS INDUSTRIES (PFD)	COST	55,465.	45,647.
TEXAS INSTRUMENTS	COST	304,800.	582,200.
XCEL ENERGY	COST	32,976.	55,280.
ATMOS ENERGY CORPORATION	COST	25,741.	33,350.
DUKE ENERGY CORP	COST	12,517.	22,000.
JOHNSON & JOHNSON	COST	54,001.	65,580.
PROCTOR & GAMBLE CO	COST	53,046.	66,710.
TEXAS PACIFIC LAND TRUST	COST	12,534.	40,690.
CAPSTEAD MORTGAGE (PFD)	COST	37,705.	43,410.
JOHN HANCOCK PFD INCOME FUND	COST	84,981.	68,280.
CANADIAN NATIONAL RY COMPANY	COST	45,241.	78,560.
HOME DEPOT INC	COST	0.	0.
XCEL ENERGY INC	COST	19,743.	27,640.
ENSCO INTL LTD	COST	76,319.	70,380.
LUBY'S INC	COST	49,533.	31,570.
SCHLUMBERGER LTD	COST	42,669.	44,401.
TRANSOCEAN INC	COST	159,536.	76,780.
SPECTRA ENERGY CORP	COST	9,024.	15,375.
CATERPILLAR INC	COST	0.	0.
CROSS A T	COST	0.	0.
PROCTOR & GAMBLE	COST	53,065.	53,368.

J.L. WILLIAMS FOUNDATION, INC.

75-2671320

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SOUTHWEST AIRLINES	COST	\$ 43,796.	\$ 34,240.
DRYSHIPS INC	COST	0.	0.
AOL INC	COST	1,585.	1,133.
TIME WARNER CABLE	COST	7,732.	13,286.
BELO CORP	COST	57,522.	72,450.
FLUOR CORP	COST	0.	0.
CINEMARK HOLDINGS INC	COST	26,268.	27,735.
EAGLE MATERIALS INC	COST	24,343.	20,528.
EXXON MOBIL CORP	COST	3,498.	4,238.
INTUITIVE SURGICAL INC	COST	0.	0.
JOHNSON & JOHNSON	COST	33,408.	32,790.
KIMBERLY-CLARK CORP	COST	75,499.	88,272.
MICROSOFT CORP	COST	46,578.	45,430.
PRICESMART INC	COST	0.	0.
TEXAS INDUSTRIES INC	COST	37,172.	30,780.
WAL-MART STORES INC	COST	53,320.	59,760.
AH BELO CORP AHC	COST	9,748.	9,500.
CROSS A T CO CL A COM	COST	9,942.	11,280.
EOG RESOURCES INC	COST	30,261.	29,553.
HALLIBURTON COMPANY	COST	83,535.	69,020.
HOME DEPOT INC	COST	36,487.	42,040.
INTERNATIONAL PAPER CO	COST	24,545.	25,160.
MESABI TRUST CTF BEN INT	COST	32,954.	37,650.
OCEAN RIG UDW INC	COST	309.	256.
SANDRIDGE ENERGY INC	COST	8,144.	8,160.
TRINITY INDUSTRIES INC	COST	66,028.	75,150.
UNION PACIFIC CORP	COST	90,887.	105,940.
TOTAL		\$ 1,988,405.	\$ 2,345,217.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FORD MOTOR LAND SERVICES - 2008B SERIES	COST	\$ 262,244.	\$ 262,244.
TOTAL		\$ 262,244.	\$ 262,244.

STATEMENT 8
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 214,010.	\$ 0.	\$ 214,010.	\$ 250,610.
LAND	780.		780.	860.
TOTAL	\$ 214,790.	\$ 0.	\$ 214,790.	\$ 251,470.

J.L. WILLIAMS FOUNDATION, INC.

75-2671320

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
OIL & GAS ROYALTIES	COST	\$ 7,113.	\$ 110,422.
TOTAL OTHER INVESTMENTS		<u>\$ 7,113.</u>	<u>\$ 110,422.</u>
<u>OTHER SECURITIES</u>			
PREMILLENIUUM LTD	COST	545,445.	0.
WT-FSR 1 LLC	COST	44,909.	125,000.
TOTAL OTHER SECURITIES		<u>\$ 590,354.</u>	<u>\$ 125,000.</u>
TOTAL		<u>\$ 597,467.</u>	<u>\$ 235,422.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE - WT-FSR 1, LLC	\$ 3,005.	\$ 3,005.
TOTAL	<u>\$ 3,005.</u>	<u>\$ 3,005.</u>

STATEMENT 11
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

2011 EXCISE TAX	TOTAL	\$ 2,023.
		<u>\$ 2,023.</u>

STATEMENT 12
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	1,000 SHS CROSS A T CO CL A	PURCHASED	8/23/2011	10/28/2011
2	200 SHS INTERNATIONAL BUSINESS MACHINES	PURCHASED	3/09/2011	9/16/2011
3	0.81 OCEAN RIG - CASH IN LIEU	PURCHASED	10/05/2011	10/05/2011
4	300 SHS PRICESMART INC	PURCHASED	5/05/2011	7/19/2011
5	200 SHS INTUITIVE SURGICAL INC	PURCHASED	VARIOUS	4/20/2011
6	700 SHS PRICESMART INC	PURCHASED	11/15/2010	7/19/2011
7	1,000 SHS CANADIAN NATL RY CO	PURCHASED	VARIOUS	9/23/2011
8	250 SHS CATERPILLAR, INC	PURCHASED	2/01/2007	2/17/2011
9	1,000 SHS CATERPILLAR, INC	PURCHASED	VARIOUS	3/11/2011
10	2,000 SHS CROSS A T CO CL A	PURCHASED	VARIOUS	7/19/2011
11	3,000 SHS DRYSHIPS INC	PURCHASED	VARIOUS	9/22/2011
12	700 SHS FLUOR CORP	PURCHASED	VARIOUS	2/23/2011

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
13	1,500 SHS HOME DEPOT INC	PURCHASED	VARIOUS	2/23/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	12,043.		9,942.	2,101.				\$ 2,101.
2	33,985.		33,577.	408.				408.
3	12.		12.	0.				0.
4	17,810.		12,682.	5,128.				5,128.
5	71,524.		66,925.	4,599.				4,599.
6	41,556.		22,767.	18,789.				18,789.
7	63,844.		43,747.	20,097.				20,097.
8	25,502.		16,421.	9,081.				9,081.
9	97,727.		45,489.	52,238.				52,238.
10	26,201.		18,140.	8,061.				8,061.
11	8,110.		93,837.	-85,727.				-85,727.
12	45,487.		37,603.	7,884.				7,884.
13	55,087.		60,136.	-5,049.				-5,049.
TOTAL								\$ 37,610.

STATEMENT 13
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: JULIA UNDERWOOD
CARE OF:
STREET ADDRESS: PO BOX 797464
CITY, STATE, ZIP CODE: DALLAS, TX 75379
TELEPHONE: (972) 588-3636
FORM AND CONTENT: NO REQUIRED FORMS
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS: NO RESTRICTIONS

STATEMENT 14
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NORTH TEXAS FOOD BANK 4500 S COCKRELL RD DALLAS, TX 75236	NONE	PUBLIC	FOOD FOR NEEDY	\$ 125,000.

J.L. WILLIAMS FOUNDATION, INC.

75-2671320

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
DALLAS MORNING NEWS CHARITIES 5500 CARUTH HAVEN LN DALLAS, TX 75225	NONE	PUBLIC	SUPPORT VARIOUS CHARITIES	\$ 125,000.
CHILDREN'S MEDICAL CENTER 2350 STEMMONS FREEWAY DALLAS, TX 75207	NONE	PUBLIC	STEM CELL TRANSPLANTATION PROGRAM - MATCHING CONSTANTIN FOUNDATION	50,000.
AFIL 2826 STOREY LANE DALLAS, TX 75220	NONE	PUBLIC	ASSIST YOUNG ADULTS TO LIVE INDEPENDENTLY	1,000.
A CHILD CAN DO ALL THINGS 12870 HILLCREST ROAD, SUITE H-101 DALLAS, TX 75230	NONE	PUBLIC	CONDUCTIVE EDUCATION FOR CHILDREN WITH MOTOR DISABILITIES	5,000.
CAPTAIN HOPE'S KIDS PO BOX 540548 DALLAS, TX 75354	NONE	PUBLIC	NEEDED ITEMS FOR HOMELESS INFANTS/CHILDREN	5,000.
CITY SQUARE (CENTRAL DALLAS MINISTRIES) 511 N. HASKELL, SUITE 302 DALLAS, TX 75201	NONE	PUBLIC	FOOD PANTRY	5,000.
CHASE'S PLACE 14210 MARSH LANE ADDISON, TX 75001	NONE	PUBLIC	SCHOOLING FOR SPECIAL NEEDS CHILDREN	5,000.
CITY HOUSE 902 E. 16TH STREET PLANO, TX 75074	NONE	PUBLIC	EMERGENCY SHELTER TO CHILDREN & YOUNG ADULTS	5,000.
JONATHAN'S PLACE PO BOX 140085 DALLAS, TX 75214	NONE	PUBLIC	SPECIAL SERVICES FOR ABUSED, ABANDONED, AND NEGLECTED CHILDREN	5,000.
KAUFMAN CITY ANIMAL SHELTER PO BOX 515 KAUFMAN, TX 75142	NONE	PUBLIC	100 SURGERY (SPAY/NEUTER) FOR LOW INCOME PET OWNERS OF DALLAS	5,000.

J.L. WILLIAMS FOUNDATION, INC.

75-2671320

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SPIRITHORSE 1960 POST OAK DRIVE CORINTH, TX 76210	NONE	PUBLIC	DFW AREA SPECIAL NEEDS CHILDREN PROGRAM WITH HORSES	\$ 5,000.
RODNEY GARTEE BENEFIT 18111 PRESTON ROAD DALLAS, TX 75252	NONE	PUBLIC	HELP WITH MEDICAL COST WITH LOU GEHRIG DISEASE	500.
TOTAL				\$ 341,500.