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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 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
THE WILLIAMS FAMILY FOUNDATION

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

Room/suite

City or town, state, and ZIP code
FORT MORGAN, CO 80701

A Employer identification number
84-6023379

B Telephone number (see page 10 of the instructions)
(970) 867-1199

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
\$ 13,393,639

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,557	5,557		
	4 Dividends and interest from securities.	395,324	395,324		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	192,703			
	b Gross sales price for all assets on line 6a 353,013				
	7 Capital gain net income (from Part IV, line 2)		192,703		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	6,950			
	12 Total. Add lines 1 through 11	600,534	593,584		
	13 Compensation of officers, directors, trustees, etc	12,000	6,000		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	4,688	4,688		
	b Accounting fees (attach schedule).	2,965	2,965		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,438	230		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	229	229		
	22 Printing and publications				
	23 Other expenses (attach schedule).	1,508	1,508		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	23,828	15,620		0
	25 Contributions, gifts, grants paid	1,023,491			1,023,491
	26 Total expenses and disbursements. Add lines 24 and 25	1,047,319	15,620		1,023,491
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-446,785			
	b Net investment income (if negative, enter -0-)		577,964		
	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	562,345	561,338	562,265	
	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)	136,135		133,522	146,480
	b	Investments—corporate stock (attach schedule)	1,452,581		1,531,367	11,220,759
	c	Investments—corporate bonds (attach schedule).	1,336,204		1,288,066	1,387,729
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	51,871		55,382	76,406
	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)	3,539,136		3,569,675	13,393,639	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)			0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	3,539,136		3,569,675	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)	3,539,136		3,569,675	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,539,136		3,569,675		

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	3,539,136
2	Enter amount from Part I, line 27a	2	-446,785
3	Other increases not included in line 2 (itemize) ▶ 	3	477,324
4	Add lines 1, 2, and 3	4	3,569,675
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	3,569,675

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 Additional Data Table				
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 See Additional Data Table			
b			
c			
d			
e			

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	
a See Additional Data Table			
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	192,703
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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	785,602	12,345,657	0 063634
2009	887,440	11,155,106	0 079555
2008	1,031,568	14,726,791	0 070047
2007	964,654	16,572,111	0 058209
2006	693,341	15,256,102	0 045447

2 Total of line 1, column (d).	2	0 316892
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 063378
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	13,232,134
5 Multiply line 4 by line 3.	5	838,626
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,780
7 Add lines 5 and 6.	7	844,406
8 Enter qualifying distributions from Part XII, line 4.	8	1,023,491

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of 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	5,780
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	5,780
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	5,780
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,680	
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	3,680
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	2,100
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 0	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CO			
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	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)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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? Website address  N/A	13		No
14	The books are in care of  EDWARD L ZORN Telephone no  (970) 867-1199 Located at  626 E PLATTE AVE FT MORGAN CO ZIP +4  80701			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. 	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		No
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 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?.  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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	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))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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?		7b	

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EDWARD L ZORN	Trustee	3,000	0	0
626 E PLATTE AVENUE FORT MORGAN, CO 80701	3 00			
PATRICK L THOMPSON	Trustee	3,000	0	0
17437 HWY 34 FORT MORGAN, CO 80701	3 00			
KATHY THOMPSON	Trustee	3,000	0	0
17437 HWY 34 FORT MORGAN, CO 80701	3 00			
SHAUN THOMPSON	Trustee	3,000	0	0
20301 US HWY 52 FORT MORGAN, CO 80701	3 00			
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.				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 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.		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	
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	
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	12,808,664
b	Average of monthly cash balances.	1b	624,975
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	13,433,639
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	13,433,639
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	201,505
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,232,134
6	Minimum investment return. Enter 5% of line 5.	6	661,607

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	661,607
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	5,780
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,780
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	655,827
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	655,827
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	655,827

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	1,023,491
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	1,023,491
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	5,780
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,017,711
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				655,827
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.				
b From 2007.				
c From 2008.				
d From 2009.				225,241
e From 2010.				175,615
f Total of lines 3a through e.	400,856			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,023,491				
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.				
e Remaining amount distributed out of corpus	1,023,491			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	655,827			655,827
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	768,520			
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).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	768,520			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				225,241
d Excess from 2010. . . .				175,615
e Excess from 2011. . . .				367,664

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.

b

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

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

NONE

b

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

NONE

2

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

Check here ☐ 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

See Additional Data Table

b

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

See Additional Data Table

c

Any submission deadlines

See Additional Data Table

d

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

See Additional Data Table

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 See Additional Data Table				
Total			3a	1,023,491
b Approved for future payment				
Total			3b	

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	5,557	
4 Dividends and interest from securities. . . .			14	395,324	
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	192,703	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				593,584	
13 Total. Add line 12, columns (b), (d), and (e).					593,584

[illegible]

Part XVII

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2012-05-15	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature ▶ ROGER M SCHAEFER		Date 2012-05-15	Check if self-employed ▶ ☒
Firm's name ▶ ROGER M SCHAEFER CPA			Firm's EIN ▶		
PO BOX 1125 319 W PLATTE AVE					
	Firm's address ▶ FORT MORGAN, CO 80701			Phone no (970) 867-9422	

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

Additional Data

Software ID:
Software Version:
EIN: 84-6023379
Name: THE WILLIAMS FAMILY FOUNDATION

Part VI Line 7 - Tax Paid Original Return: 3680

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Bank of Amer Internotes	P	2001-02-21	2011-03-15
Bank of New York Inc Corenotes	P	2006-07-21	2011-07-15
Beckman Coulter Inc	P	1987-06-30	2011-06-27
FHLMC SER 2035 CL LL	P	1987-06-30	2011-09-15
Town Bank CD	P	2006-02-15	2011-02-24
GNMA Pool	P	1987-06-30	2011-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,000	0	50,000	0
50,000	0	50,000	0
201,903	0	9,310	192,593
1,000	0	1,000	0
50,000	0	50,000	0
110	0	0	110

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
0	0	0	0
0	0	0	0
0	0	0	192,593
0	0	0	0
0	0	0	0
0	0	0	110

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

a	The name, address, and telephone number of the person to whom applications should be addressed EDWARD L ZORN 626 E PLATTE AVE FORT MORGAN, CO 80701 (970) 867-1199
b	The form in which applications should be submitted and information and materials they should include SCHOLARSHIP APPLICANTS MUST CONTACT THEIR HIGH SCHOOL FOR APPLICATIONS
c	Any submission deadlines THERE ARE NO SUBMISSION DEADLINES ANNOUNCEMENT OF GRANTS AND SCHOLARSHIPS
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors SCHOLARSHIPS-FUTURE STUDY MUST BE MEDICAL ORIENTED AND APPLICANT MUST HAVE FINANCIAL NEED

a	The name, address, and telephone number of the person to whom applications should be addressed EDWARD ZORN 626 EAST PLATTE AVENUE FORT MORGAN, CO 80701 (970) 867-1199
b	The form in which applications should be submitted and information and materials they should include OTHER GRANTS ARE BASED ON A WRITTEN REQUEST BY THE EXEMPT ORGANIZATIONS
c	Any submission deadlines ARE GENERALLY ANNOUNCED IN APRIL SPECIAL REQUESTS CAN BE MADE ANYTIME
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Form 990PF Part XV Line 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				
SCHOOL DISTRICT RE3BOX 1425 FT MORGAN,CO 80701		PublicSchool	Scholarshipsand Summer Prog	100,550
SCHOOL DISTRICT RE2527 IND PARK BRUSH,CO 80723		PublicSchool	ScholarshipsAnd Summer Prog	73,350
SCHOOL DISTRICT RE20911 NORTH AVE WELDONA,CO 80653		PublicSchool	ScholarshipsAnd Summer Prog	5,870
SCHOOL DISTRICT RE50320 CHAPMAN WIGGINS,CO 80654		PublicSchool	ScholarshipsAnd Summer Prog	34,650
CARING MINISTRIESPO BOX 157 FORT MORGAN,CO 80701		Charity	Community	5,000
CHILDRENS HOSPITALTCHF COURAGE CLASSIC13123 EAST 16TH AVENUE AURORA,CO 80045		Hospital	Hospital	2,000
COLORADO METH PROJECT INC 11880 UPHAM STREET STE F BROOMFIELD,CO 80020		501(C)(3) Program	Drug Prevention	1,000
COLORADO MISSION OF MERCY 3690 SOUTH YOSEMITE STREET STE 100 DENVER,CO 80237		501(C)(3) Public	Free Dental Clinic	2,000
CRAIG REHABILITATION3425 S CLARKSON ENGLEWOOD,CO 80113		PublicHosp	MedicalResearch	2,000
EDUCATION FOUNDATION SCHOLARSHIP FUNDPO BOX 17550 DENVER,CO 802170550		PublicSchool	Scholarships	5,000
HERITAGE FOUNDATIONPO BOX 184 FORT MORGAN,CO 80701		Public	Community MuseumBuilding Fund	5,000
HOSPICE OF NORTHERN COLORADO2726 W 11TH STREET ROAD GREELEY,CO 80631		Public	Medical Care	2,500
HOSPICE OF THE PLAINS1017 W 7TH AVENUE WRAY,CO 80758		Public	Medical Care	2,500
MCC FOUNDATION920 BARLOW ROAD FORT MORGAN,CO 80701		PublicCollege	Scholarships	744,071
MORGAN COUNTY FAMILY CENTER 800 W PLATTE AVENUE FORT MORGAN,CO 80701		PublicSafely	Communityfamily service	2,500
NATIONAL JEWISH MEDICAL1400 JACKSON STREET DENVER,CO 80206		Public	Medical care	5,000
NE COLORADO BOOKMOBILE SERVICE325 W 7TH STREE WRAY,CO 80758		PublicEduc	Community educ	2,500
ROCKY MOUNTAIN PBS1089 BANNOCK STREET DENVER,CO 80204		Public	Provideeducational service	1,000
SALK INSTITUTEPO BOX 85800 SAN DIEGO,CA 921865800		PublicResearch	BiologicalStudies	5,000
SPALDING REHABILITATION600 S CHERRY STREET SUITE 217 DENVER,CO 80246		Public	RehabilitativeMedical Care	1,000
UNITED WAYPO BOX 1425 FORT MORGAN,CO 80701		Public	OperatingFunds	11,000
WEBB-WARING4200 E 9TH ST BOX C321 DENVER,CO 80262		Public	MedicalResearch	5,000
SCOTTISH RITE FOUNDATION 1370 GRANT STREET DENVER,CO 80203		Public	therapy forProvidingchildren	5,000
Total  3a				1,023,491

TY 2011 Accounting Fees Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Roger M Schaefer, CPA Preparation of 990	1,765			
Susan Lopez Monthly bookkeeping	1,200			

TY 2011 Investments Corporate

Bonds Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Name of Bond	End of Year Book Value	End of Year Fair Market Value
American Express Senior Notes	48,120	57,183
AT&T Global Notes	103,214	118,003
Bank of America	50,000	48,390
Bank of America	50,000	44,086
Bear Stearns Co	49,817	54,377
BellSouth Telecom	33,812	37,661
CocoCola Ent Debs	53,400	73,193
Conoco Phillips	50,225	60,250
Deere & Co	51,401	62,834
EI Du Pont De Nemours	50,565	60,630
Fed Farm Credit	51,167	55,520
Ford Motor co	26,500	28,375
Ford Motor Co	24,531	26,375
GE Capital Corp	43,362	45,569
GE Global Holdings Corp	51,880	55,995
General Electric	103,000	104,210
HSBC Finance Corp	50,000	51,464
Keybank	48,290	52,602
Nationsbank Corp	54,000	50,856
New Plan Realty Tst	45,644	33,600
Progressive Corp	49,313	54,121
Simon Properties Group	50,915	53,296
Wal-Mart Co	49,905	59,810
US West	99,005	99,329

TY 2011 Investments Corporate
Stock Schedule

Name: THE WILLIAMS FAMILY FOUNDATION
EIN: 84-6023379

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M Co	35,527	32,692
Abbott Labs	48,551	899,680
Agilent Tech	6,820	53,268
All State	21,643	101,636
Allergan	14,342	521,526
Alliant Energy	19,522	50,285
American Electric Power	94,726	144,585
Bank of America Corp	45,365	5,560
Berkshire Hathaway Class B	1,980	76,300
Berkshire Hathaway Class A	5,929	229,510
Boeing	1,110	21,712
BP Amoco	82,845	255,286
Chevron Texaco Corp	47,272	685,003
Citigroup	57,305	5,262
Comcast	12,457	34,498
ConocoPhillips	31,558	366,463
Corn Products Int	486	42,072
CSX Corp	15,643	426,465
Delta		995
Dupont	52,821	274,680
Exxon Mobil Corp	29,434	939,141
General Electric Co	121,325	1,304,994
GlaxoSmithkline PLC	94,873	919,810
Halliburton	6,358	69,020
Hewlett Packard	25,634	206,080
IBM	195,225	1,660,436
Illinois Tool Works	1,397	45,215
Kimberly Clark Corp	62,922	73,560
Morgan Stanley Dean Witter	13,005	47,206
Nextera Energy Inc	38,439	121,760

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Pepsico	65,217	66,350
Pfizer	24,932	302,354
Pinnacle West Corp	30,236	48,180
Proctor & Gamble	32,320	33,355
Rockwell Automation	3,065	112,990
Rockwell Collins	2,665	112,955
Schlumberger	15,990	136,620
Southern Co	41,391	231,450
Sysco	29,529	29,330
Tupperware	1,035	33,582
Wendys/Arbys Group Inc	8,393	50,593
Westar Energy	30,143	28,780
Wisconsin Energy	61,937	419,520

TY 2011 Investments Government Obligations Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

US Government Securities - End of	
Year Book Value:	7,578
US Government Securities - End of	
Year Fair Market Value:	10,639
State & Local Government	
Securities - End of Year Book	
Value:	125,944
State & Local Government	
Securities - End of Year Fair	
Market Value:	135,841

TY 2011 Investments - Other Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Europacific AM		55,382	76,406

TY 2011 Legal Fees Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Edward Zorn Bookkeeping and Legal review	4,688			

TY 2011 Other Expenses Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Safe deposit box	60	60		
Dues & Subs	1,143	1,143		
Office expense	305	305		

TY 2011 Other Income Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Donation returned	4,950		
Contribution not cashed	2,000		

TY 2011 Other Increases Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Description	Amount
Excess FMV over cost of donated stock	477,324

TY 2011 Taxes Schedule**Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax	230	230		
Estimated tax payments	2,208			