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

**2012**

Open to public Inspection

**For calendar year 2012 or tax year beginning** , **and ending**

Name of foundation: WILLIAMSON FAMILY FOUNDATION

**A Employer identification number**: 34-6568495

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

**B** Telephone number: (330)533-5786

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

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

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

**D 1** Foreign organizations, check here ▶ [ ]

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

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

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

**I** Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 2,046,409.

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

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

| **Part I** **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | **(a)** Revenue and expenses per books | **(b)** Net investment income | **(c)** Adjusted net income | **(d)** Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|
| **Revenue** | | | | |
| 1 Contributions, gifts, grants, etc., received | 224,200. | | N/A | |
| 2 Check ▶ [ ] if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 167. | 167. | | STATEMENT 1 |
| 4 Dividends and interest from securities | 36,111. | 36,111. | | STATEMENT 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 137,314. | | | |
| b Gross sales price for all assets on line 6a 504,020. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 137,314. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | -320. | -320. | | STATEMENT 3 |
| 12 **Total** Add lines 1 through 11 | 397,472. | 173,272. | | |
| **Operating and Administrative Expenses** | | | | |
| 13 Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees STMT 4 | 4,994. | 0. | | 0. |
| c Other professional fees STMT 5 | 36,349. | 36,149. | | 0. |
| 17 Interest | | | | |
| 18 Taxes STMT 6 | 1,371. | 0. | | 0. |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses | | | | |
| 24 **Total operating and administrative expenses** Add lines 13 through 23 | 42,714. | 36,149. | | 0. |
| 25 Contributions, gifts, grants paid | 207,149. | | | 207,149. |
| 26 **Total expenses and disbursements.** Add lines 24 and 25 | 249,863. | 36,149. | | 207,149. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | 147,609. | | | |
| b **Net investment income** (if negative, enter -0-) | | 137,123. | | |
| c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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

| | | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 299,818. | 641,933. | 641,933. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 4,048. | 2,677. | 2,677. |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock | | | |
| | c Investments - corporate bonds | | | |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 10 | 1,535,428. | 1,401,799. | 1,401,799. |
| | 14 Land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers) | 1,839,294. | 2,046,409. | 2,046,409. |
| Liabilities | 17 Accounts payable and accrued expenses | 2,356. | 46. | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 **Total liabilities** (add lines 17 through 22) | 2,356. | 46. | |
| Net Assets or Fund Balances | **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31** | | | |
| | 24 Unrestricted | 1,836,938. | 2,046,363. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 **Total net assets or fund balances** | 1,836,938. | 2,046,363. | |
| | 31 **Total liabilities and net assets/fund balances** | 1,839,294. | 2,046,409. | |

**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 | 1,836,938. |
| 2 | Enter amount from Part I, line 27a | 2 | 147,609. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8 | 3 | 61,820. |
| 4 | Add lines 1, 2, and 3 | 4 | 2,046,367. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9 | 5 | 4. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 2,046,363. |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | | | | |
| b | SEE ATTACHED STATEMENTS | | | |
| 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 | 504,020. | | 409,859. | 137,314. |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | 137,314. |

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 — 137,314.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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)) |
|---|---|---|---|
| 2011 | 115,777. | 1,419,154. | .081582 |
| 2010 | 100,095. | 1,906,867. | .052492 |
| 2009 | 98,846. | 1,707,128. | .057902 |
| 2008 | 473,913. | 2,521,226. | .187969 |
| 2007 | 463,088. | 3,274,326. | .141430 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .521375 |
| 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 | .104275 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 1,921,708. |
| 5 | Multiply line 4 by line 3 | 5 | 200,386. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,371. |
| 7 | Add lines 5 and 6 | 7 | 201,757. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 207,149. |

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

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

| | | | | |
|---|---|---|---|---|
| 1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) | | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b | | | 1 | 1,371. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b). | | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 2 | 0. |
| 3 Add lines 1 and 2 | | | 3 | 1,371. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 4 | 0. |
| 5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0- | | | 5 | 1,371. |
| 6 Credits/Payments: | | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 2,088. | | |
| 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 | 2,088. |
| 8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | | | 8 | |
| 9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | |
| 10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | 717. |
| 11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ | 717. | **Refunded** ▶ | 11 | 0. |

## Part VII-A Statements Regarding Activities

| | | Yes | No |
|---|---|---|---|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.* | 1b | | X |
| c Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.* | 7 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH | | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ WARREN P. WILLIAMSON, III, TRUSTEE Telephone no. ▶ (330)533-5786
Located at ▶ 8399 TIPPECANOE ROAD, CANFIELD, OH ZIP+4 ▶ 44406

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |

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

| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | Yes | No |
|---|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly): | | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes ☒ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes ☒ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☐ Yes ☒ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☐ Yes ☒ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes ☒ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | N/A | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance check here | ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ______ , ______ , ______ , ______ | | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) | N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______ | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2012 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 2012.)* | N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | 4b | | X |

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

| | | | |
|---|---|---|---|
| **5a** During the year did the foundation pay or incur any amount to: | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | ☐ Yes ☒ No | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | ☐ Yes ☒ No | | |
| **b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | N/A | 5b | |
| Organizations relying on a current notice regarding disaster assistance check here | ▶ ☐ | | |
| **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A | ☐ Yes ☐ No | | |
| *If "Yes," attach the statement required by Regulations section 53 4945-5(d).* | | | |
| **6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | ☐ Yes ☒ No | | |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 6b | X |
| *If "Yes" to 6b, file Form 8870.* | | | |
| **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | ☐ Yes ☒ No | | |
| **b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | N/A | 7b | |

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| SEE STATEMENT 11 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

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

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

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

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

| | | | | |
|---|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | | |
| a | Average monthly fair market value of securities | | 1a | 1,950,973. |
| b | Average of monthly cash balances | | 1b | 0. |
| c | Fair market value of all other assets | | 1c | |
| d | **Total** (add lines 1a, b, and c) | | 1d | 1,950,973. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | | 2 | 0. |
| 3 | Subtract line 2 from line 1d | | 3 | 1,950,973. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | | 4 | 29,265. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | 5 | 1,921,708. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | 6 | 96,085. |

## 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 | 96,085. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a 1,371. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | |
| c | Add lines 2a and 2b | | 2c | 1,371. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | 3 | 94,714. |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | 0. |
| 5 | Add lines 3 and 4 | | 5 | 94,714. |
| 6 | Deduction from distributable amount (see instructions) | | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | 7 | 94,714. |

## 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 | 207,149. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 207,149. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 1,371. |
| 6 | **Adjusted qualifying distributions** Subtract line 5 from line 4 | 6 | 205,778. |

**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 2011 | (c) 2011 | (d) 2012 |
|---|---|---|---|---|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 94,714. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years: ______ , ______ , ______ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 — 304,200. | | | | |
| b From 2008 — 348,306. | | | | |
| c From 2009 — 13,490. | | | | |
| d From 2010 — 4,868. | | | | |
| e From 2011 — 46,764. | | | | |
| f **Total** of lines 3a through e | 717,628. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 207,149. | | | | |
| a Applied to 2011, 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 2012 distributable amount | | | | 94,714. |
| e Remaining amount distributed out of corpus | 112,435. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 830,063. | | | |
| 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 2011. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 | 304,200. | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | 525,863. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 — 348,306. | | | | |
| b Excess from 2009 — 13,490. | | | | |
| c Excess from 2010 — 4,868. | | | | |
| d Excess from 2011 — 46,764. | | | | |
| e Excess from 2012 — 112,435. | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

**Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| AMERICAN RED CROSS SALINAS, CA | N/A | N/A | CHARITABLE | 250. |
| EISENHOWER MEDICAL CENTER RANCHO MIRAGE, CA | N/A | N/A | CHARITABLE | 1,000. |
| FOOD BANK OF MONTEREY COUNTY SALINAS, CA | N/A | N/A | CHARITABLE | 250. |
| KINSHIP CENTER SALINAS, CA | N/A | N/A | CHARITABLE | 250. |
| MONTEREY COMMUNITY HOSPITAL FOUNDATION SALINAS, CA | N/A | N/A | CHARITABLE | 1,000. |
| **Total** SEE CONTINUATION SHEET(S) | | | ▶ 3a | 207,149. |
| *b Approved for future payment* | | | | |
| NONE | | | | |
| **Total** | | | ▶ 3b | 0. |

**Part XVI-A** **Analysis of Income-Producing Activities**

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---|---|---|---|---|
| | (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 | 167. | |
| 4 Dividends and interest from securities | | | 14 | 36,111. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | -320. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 137,314. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 173,272. | 0. |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 173,272.

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

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

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

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

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

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

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

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

**b** If "Yes," complete the following schedule.

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

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

X W Williamson III — 10-4-13 — Chairperson

Signature of officer or trustee | Date | Title

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| GREGORY GETT | Gregory Gett CPA | 10/3/13 | | P00152977 |

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

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

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

# Schedule of Contributors

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

OMB No 1545-0047

**2012**

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

**Organization type** (check one)

| Filers of: | Section: |
|---|---|
| Form 990 or 990-EZ | ☐ 501(c)( ) (enter number) organization |
| | ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | ☐ 527 political organization |
| Form 990-PF | ☒ 501(c)(3) exempt private foundation |
| | ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | ☐ 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule.**
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | LOWRY A STEWART<br>3528 ARCADIA DR<br>CARSON CITY, NV 89705 | $ 12,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 2 | MARTHA J STEWART<br>P.O. BOX 10905<br>JACKSON, WY 83002 | $ 12,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 3 | WARREN P WILLIAMSON IV<br>101 SOUTHBEND COURT<br>LOVELAND, OH 45140 | $ 200,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |

Name of organization: WILLIAMSON FAMILY FOUNDATION

Employer identification number: 34-6568495

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

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

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

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

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

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

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

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

**Part III** *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

**Part IV** Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | LONG TERM CAPITAL GAINS - PNC - SEE ATTACHED | P | | |
| b | 1821.494 SHS JPM SHORT DURATION BOND FND | P | | |
| c | 517.408 SHS JPM ASIA EQUITY FD | P | | |
| d | 451.419 SHS JPM STR INC OPP FUND 3844 | P | | |
| e | 20 SHS ISHARES BARCLAYS TIPS BOND FUND | P | | |
| f | 245.009 SHS JPM SHORT DURATION BOND FUND 3133 | P | | |
| g | 486.580 SHS JPM HIGH YIELD FUND | P | | |
| h | 832.083 SHS JPM SHORT DURATION BOND FUND | P | | |
| i | 1191.572 SHS T ROWE PRICE INTL FUNDS | P | | |
| j | 379.507 SHS JPM ASIA EQUITY FUND | P | | |
| k | 2049.180 SHS JPM SHORT DURATION BOND FUND | P | | |
| l | 2201.690 SHS JPM ASIA EQUITY FUND | P | | |
| m | 100 SHS ISHARES BARCLAYS TIPS BOND FUND | P | | |
| n | 2149.613 SHS JPM STR INC OPP FD FUND | P | | |
| o | 90 SHS ISHARES BARCLAYS TIPS BOND FUND | P | | |

| | (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 | 275,944. | | 210,816. | 65,128. |
| b | 20,000. | | 19,581. | 419. |
| c | 15,093. | | 12,108. | 2,985. |
| d | 5,241. | | 5,250. | -9. |
| e | 2,419. | | 1,994. | 425. |
| f | 2,700. | | 2,634. | 66. |
| g | 6. | | | 6. |
| h | 2. | | | 2. |
| i | 262. | | | 262. |
| j | 12,000. | | 11,184. | 816. |
| k | 22,500. | | 22,029. | 471. |
| l | 64,223. | | 50,638. | 13,585. |
| m | 11,985. | | 9,915. | 2,070. |
| n | 24,957. | | 25,000. | -43. |
| o | 10,885. | | 8,923. | 1,962. |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | 65,128. |
| b | | | | 419. |
| c | | | | 2,985. |
| d | | | | -9. |
| e | | | | 425. |
| f | | | | 66. |
| g | | | | 6. |
| h | | | | 2. |
| i | | | | 262. |
| j | | | | 816. |
| k | | | | 471. |
| l | | | | 13,585. |
| m | | | | 2,070. |
| n | | | | -43. |
| o | | | | 1,962. |

| | | | |
|---|---|---|---|
| 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 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | |

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**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 | 1772.727 SHS JPM SHORT DURATION BOND FD | P | | |
| b | 998.185 SHS JPM SHORT DURATION BOND FD | P | | |
| c | 3985.6867 SHS JPM HIGH YIELD FD | P | | |
| d | 8023.596 SHS JPM SHORT DURATION FD | P | | |
| e | 9284.662 SHS T ROWE PRICE INTL FUNDS INC NEW ASIA | P | | |
| f | LONG TERM CAPITAL GAINS FROM PASSTHROUGH ENTITIES | | | |
| g | SHORT TERM CAPITAL GAINS FROM PASSTHROUGH ENTITIE | | | |
| h | CAPITAL GAINS DIVIDENDS | | | |
| i | | | | |
| j | | | | |
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| n | | | | |
| o | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 19,500. | | 19,057. | 443. |
| b | 11,000. | | 10,730. | 270. |
| c | 45. | | | 45. |
| d | 16. | | | 16. |
| e | 2,043. | | | 2,043. |
| f | | | | 39,657. |
| g | | | | 3,496. |
| h | 3,199. | | | 3,199. |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | 443. |
| b | | | | 270. |
| c | | | | 45. |
| d | | | | 16. |
| e | | | | 2,043. |
| f | | | | 39,657. |
| g | | | | 3,496. |
| h | | | | 3,199. |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } | 2 | 137,314. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

223591
05-01-12

## Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| SALVATION ARMY<br>SALINAS, CA | N/A | N/A | CHARITABLE | 250. |
| THE MAHONING VALLEY HISTORICAL SOCIETY<br>YOUNGSTOWN, OH | N/A | N/A | CHARITABLE | 102,149. |
| UNITED WAY OF MONTEREY COUNTY<br>SALINAS, CA | N/A | N/A | CHARITABLE | 1,000. |
| BUTLER INSTITUTE OF AMERICAN ART<br>YOUNGSTOWN, OH | N/A | N/A | CHARITABLE | 1,000. |
| UNIVERSITY OF MICHIGAN / ROSS SCHOOL OF BUSINESS<br>ANN ARBOR, MI | N/A | N/A | CHARITABLE | 100,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total from continuation sheets | | | | 204,399. |

223631
05-01-12

ACCT 2XMC 75750719397397 PNC BANK, N A 
FROM 01/01/2012 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 12/31/2012 WILLIAMSON FAMILY FDN AGT RUN 02/09/2013 10:41:34 AM

TRUST YEAR ENDING 12/31/2012 ALL LONG TERM SALES

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

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

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM | NC |
|---|---|---|---|---|---|---|---|
| 25.0000 AT&T INC - 00206R102 - MINOR = 31000 | | | | | | | |
| SOLD | | 11/05/2012 | 871 48 | | | | |
| ACQ | 25.0000 | 06/22/2009 | 871.48 | L 03.25 | 268.23 | LT15 | Y |
| 50.0000 AT&T INC - 00206R102 - MINOR = 31000 | | | | | | | |
| SOLD | | 12/19/2012 | 1702 46 | | | | |
| ACQ | 50 0000 | 06/22/2009 | 1702 46 | 1205.50 | 495.96 | LT15 | Y |
| 50.0000 AMERICAN ELEC PWR INC COM - 025537101 - MINOR = 31001 | | | | | | | |
| SOLD | | 11/05/2012 | 2175 95 | | | | |
| ACQ | 50.0000 | 02/19/2010 | 2175 95 | 1697.00 | 478 95 | LT15 | Y |
| 50.0000 AMERICAN ELEC PWR INC COM - 025537101 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 2178 95 | | | | |
| ACQ | 50 0000 | 02/19/2010 | 2178.95 | 1696 99 | 481.96 | LT15 | Y |
| 75.0000 AMERICAN EXPRESS CO COM - 025816109 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 4263.65 | | | | |
| ACQ | 75 0000 | 03/08/2011 | 4263.65 | 3374 24 | 889.41 | LT15 | |
| 75.0000 AMGEN INC COM - 031162100 | | | | | | | |
| SOLD | | 07/31/2012 | 6235.42 | | | | |
| ACQ | 75 0000 | 06/22/2009 | 6235.42 | 3840 64 | 2394.78 | LT15 | Y |
| 50.0000 CHEVRONTEXACO CORP COM - 166764100 - MINOR = 31000 | | | | | | | |
| SOLD | | 12/19/2012 | 5518.37 | | | | |
| ACQ | 50.0000 | 06/22/2009 | 5518.37 | 3307.86 | 2210.51 | LT15 | Y |
| 50.0000 CHUBB CORP COM - 171232101 - MINOR = 5010 | | | | | | | |
| SOLD | | 12/19/2012 | 3788.91 | | | | |
| ACQ | 50 0000 | 06/22/2009 | 3788 91 | 2013 42 | 1775 49 | LT15 | Y |
| 275.0000 CISCO SYS INC COM - 17275R102 | | | | | | | |
| SOLD | | 12/19/2012 | 5579.62 | | | | |
| ACQ | 100 0000 | 01/24/2008 | 2028.95 | 2444.00 | -415 05 | LT15 | Y |
| | 175 0000 | 06/22/2009 | 3550.67 | 3241.75 | 308.92 | LT15 | Y |
| 75.0000 CONOCOPHILLIPS - 20825C104 - MINOR = 31000 | | | | | | | |
| SOLD | | 12/19/2012 | 4452 65 | | | | |
| ACQ | 75 0000 | 01/10/2005 | 4452 65 | 2439.05 | 2013.60 | LT15 | Y |
| 75.0000 DOMINION RES INC VA NEW COM - 25746U109 - MINOR = 3101 | | | | | | | |
| SOLD | | 12/19/2012 | 3888 66 | | | | |
| ACQ | 75.0000 | 06/22/2009 | 3888 66 | 2492.14 | 1396 52 | LT15 | Y |
| 100 0000 ENTERPRISE PRODUCTS PARTNERS L P - 293792107 - MINOR = 053601 | | | | | | | |
| SOLD | | 11/05/2012 | 5304.89 | | | | |
| ACQ | 100 0000 | 12/27/2010 | 5304.89 | 4117 00 | 1187.89 | LT15 | Y |
| **CHANGED** 01/29/13 MD3 | | | | | | | |
| 50.0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 4433 40 | | | | |
| ACQ | 50.0000 | 06/22/2009 | 4433.40 | 3468.50 | 964.90 | LT15 | Y |
| 100 0000 FEDERATED INVS INC PA CL B - 314211103 - MINOR = 053100 | | | | | | | |
| SOLD | | 11/05/2012 | 2212.00 | | | | |
| ACQ | 100 0000 | 08/06/2010 | 2212.00 | 2129.00 | 83.00 | LT15 | Y |
| 225.0000 GENERAL ELEC CO COM - 369604103 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 4732 77 | | | | |
| ACQ | 125.0000 | 01/10/2005 | 2629.32 | 4491.25 | -1861.93 | LT15 | Y |
| | 100 0000 | 10/04/2005 | 2103.45 | 3313.00 | -1209.55 | LT15 | Y |
| 50.0000 GENERAL MILLS INC COM - 370334104 - MINOR = 3101 | | | | | | | |
| SOLD | | 11/05/2012 | 1990.95 | | | | |
| ACQ | 50 0000 | 06/22/2009 | 1990.95 | 1379.73 | 611.22 | LT15 | Y |
| 50.8840 HARBOR FD INTL FUND - 411511306 - MINOR = 050846 | | | | | | | |
| SOLD | | 11/05/2012 | 3026.58 | | | | |
| ACQ | 50 8840 | 12/27/2010 | 3026.58 | 3050 00 | -23.42 | LT15 | Y |
| 26.4530 HARBOR FD INTL FUND - 411511306 - MINOR = 050846 | | | | | | | |
| SOLD | | 11/05/2012 | 1573.42 | | | | |
| ACQ | 26 4530 | 05/06/2008 | 1573 42 | 1928 95 | -355.53 | LT15 | Y |
| 258.0580 HARBOR FD INTL FUND - 411511306 - MINOR = 050846 | | | | | | | |
| SOLD | | 12/19/2012 | 15966 05 | | | | |
| ACQ | 47.6850 | 08/25/2008 | 2950.27 | 2818.18 | 132 09 | LT15 | Y |
| | 133 8430 | 02/19/2010 | 8280 87 | 7000 00 | 1280.87 | LT15 | Y |
| | 76.5300 | 08/06/2010 | 4734.91 | 4190 00 | 544.91 | LT15 | Y |
| 75.0000 HOME DEPOT INC COM - 437076102 | | | | | | | |
| SOLD | | 12/19/2012 | 4651.39 | | | | |
| ACQ | 75 0000 | 08/06/2010 | 4651 39 | 2144.85 | 2506 54 | LT15 | Y |
| 250.0000 INTEL CORP COM - 458140100 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 5274 88 | | | | |
| ACQ | 250.0000 | 08/06/2010 | 5274 88 | 5147 50 | 127.38 | LT15 | Y |
| 25.0000 INTERNATIONAL BUSINESS MACHS CORP COM - 459200101 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 4889.89 | | | | |
| ACQ | 25 0000 | 06/22/2009 | 4889 89 | 2622 37 | 2267 52 | LT15 | Y |
| 50.0000 ISHARES TR NASDQ BIO INDX - 464287556 - MINOR = 053559 | | | | | | | |
| SOLD | | 11/05/2012 | 6667 35 | | | | |
| ACQ | 50 0000 | 05/10/2007 | 6667 35 | 4040 11 | 2627 24 | LT15 | Y |
| 25.0000 ISHARES TR NASDQ BIO INDX - 464287556 - MINOR = 053559 | | | | | | | |
| SOLD | | 12/19/2012 | 3471 42 | | | | |
| ACQ | 25 0000 | 05/10/2007 | 3471 42 | 2020 05 | 1451.37 | LT15 | Y |
| 100.0000 J P MORGAN CHASE & CO COM - 46625H100 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 4356 90 | | | | |
| ACQ | 100 0000 | 01/10/2005 | 4356 90 | 3832.00 | 524.90 | LT15 | Y |
| 100.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 7089.84 | | | | |
| ACQ | 100 0000 | 06/22/2009 | 7089 84 | 5569.85 | 1519 99 | LT15 | Y |

TRUST YEAR ENDING 12/31/2012

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

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

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM | NC |
|---|---|---|---|---|---|---|---|
| 25.0000 KIMBERLY-CLARK CORP COM - 494368103 - MINOR = 3101 | | | | | | | |
| SOLD | | 11/05/2012 | 2079 70 | | | | |
| ACQ | 25 0000 | 12/27/2010 | 2079 70 | 1577 50 | 502 20 | LT15 | Y |
| 50.0000 KIMBERLY-CLARK CORP COM - 494368103 - MINOR = 3101 | | | | | | | |
| SOLD | | 12/19/2012 | 4269.90 | | | | |
| ACQ | 50.0000 | 12/27/2010 | 4269.90 | 3155.00 | 1114 90 | LT15 | Y |
| 150.0000 LEGGETT & PLATT INC COM - 524660107 - MINOR = 053100 | | | | | | | |
| SOLD | | 12/19/2012 | 4120 40 | | | | |
| ACQ | 150 0000 | 11/01/2010 | 4120 40 | 3006 00 | 1114 40 | LT15 | Y |
| 186.1700 LITMAN GREGORY MASTERS INTERNATIONAL FUND CLASS IS - 53700T207 - MINOR = 050846 | | | | | | | |
| SOLD | | 11/05/2012 | 2623.14 | | | | |
| ACQ | 186.1700 | 01/20/2005 | 2623.14 | 3049 46 | -426.32 | LT15 | Y |
| 134.3180 LITMAN GREGORY MASTERS INTERNATIONAL FUND CLASS IS - 53700T207 - MINOR = 050846 | | | | | | | |
| SOLD | | 11/05/2012 | 1892 54 | | | | |
| ACQ | 134 3180 | 12/27/2010 | 1892 54 | 2000.00 | -107.46 | LT15 | Y |
| 1058.0600 LITMAN GREGORY MASTERS INTERNATIONAL FUND CLASS IS - 53700T207 - MINOR = 050846 | | | | | | | |
| SOLD | | 12/19/2012 | 15913.22 | | | | |
| ACQ | 116 7390 | 08/25/2008 | 1755 75 | 1760 43 | -4.68 | LT15 | Y |
| | 638 9780 | 03/19/2010 | 9610.23 | 8000.00 | 1610.23 | LT15 | Y |
| | 302.3430 | 08/06/2010 | 4547.24 | 4000.00 | 547 24 | LT15 | Y |
| 125.0000 MATTEL INC COM - 577081102 - MINOR = 1 | | | | | | | |
| SOLD | | 05/04/2012 | 4149.44 | | | | |
| ACQ | 125.0000 | 09/16/2010 | 4149.44 | 2798.50 | 1350.94 | LT15 | Y |
| 100.0000 MCDONALDS CORP COM - 580135101 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 8996 79 | | | | |
| ACQ | 100.0000 | 11/17/2008 | 8996.79 | 5634 10 | 3362 69 | LT15 | Y |
| 125.0000 MERCK & CO INC - 58933Y105 - MINOR = 053100 | | | | | | | |
| SOLD | | 12/19/2012 | 5468.62 | | | | |
| ACQ | 125.0000 | 02/23/2011 | 5468 62 | 4048 74 | 1419.88 | LT15 | |
| 25.0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001 | | | | | | | |
| SOLD | | 11/05/2012 | 742 23 | | | | |
| ACQ | 25 0000 | 01/10/2005 | 742 23 | 667 25 | 74.98 | LT15 | Y |
| 150.0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 4090.40 | | | | |
| ACQ | 50 0000 | 01/10/2005 | 1363.47 | 1334 50 | 28 97 | LT15 | Y |
| | 100 0000 | 06/22/2009 | 2726 93 | 2340.73 | 386.20 | LT15 | Y |
| 75.0000 ORACLE CORP COM - 68389X105 - MINOR = 5010 | | | | | | | |
| SOLD | | 11/05/2012 | 2347.44 | | | | |
| ACQ | 75.0000 | 01/10/2005 | 2347 44 | 1004 25 | 1343 19 | LT15 | Y |
| 175.0000 ORACLE CORP COM - 68389X105 - MINOR = 5010 | | | | | | | |
| SOLD | | 12/19/2012 | 5970 86 | | | | |
| ACQ | 175.0000 | 01/10/2005 | 5970.86 | 2343 25 | 3627.61 | LT15 | Y |
| 25.0000 PEPSICO INC COM - 713448108 - MINOR = SDE | | | | | | | |
| SOLD | | 11/05/2012 | 1725.96 | | | | |
| ACQ | 25.0000 | 01/10/2005 | 1725 96 | 1313.75 | 412.21 | LT15 | Y |
| 75.0000 PEPSICO INC COM - 713448108 - MINOR = SDE | | | | | | | |
| SOLD | | 12/19/2012 | 5249 13 | | | | |
| ACQ | 75 0000 | 01/10/2005 | 5249 13 | 3941 25 | 1307.88 | LT15 | Y |
| .5000 PHILLIPS 66 - 718546104 - MINOR = 053100 | | | | | | | |
| SOLD | | 05/10/2012 | 16 26 | | | | |
| ACQ | 5000 | 01/10/2005 | 16.26 | 10.25 | 6 01 | LT15 | Y |
| 37.0000 PHILLIPS 66 - 718546104 - MINOR = 053100 | | | | | | | |
| SOLD | | 11/05/2012 | 1768.56 | | | | |
| ACQ | 37 0000 | 01/10/2005 | 1768.56 | 758 82 | 1009.74 | LT15 | Y |
| 50.0000 PRICE T ROWE GROUP INC COM - 74144T108 - MINOR = 3101 | | | | | | | |
| SOLD | | 11/05/2012 | 3278 92 | | | | |
| ACQ | 50.0000 | 06/22/2009 | 3278.92 | 1994 42 | 1284.50 | LT15 | Y |
| 50.0000 PROCTER & GAMBLE CO COM - 742718109 | | | | | | | |
| SOLD | | 11/05/2012 | 3434.92 | | | | |
| ACQ | 50 0000 | 05/10/2007 | 3434.92 | 3065.87 | 369 05 | LT15 | Y |
| 75.0000 PROCTER & GAMBLE CO COM - 742718109 | | | | | | | |
| SOLD | | 12/19/2012 | 5191.38 | | | | |
| ACQ | 50 0000 | 01/20/2005 | 3460 92 | 2846.50 | 614.42 | LT15 | Y |
| | 25 0000 | 05/10/2007 | 1730 46 | 1532 93 | 197 53 | LT15 | Y |
| 25.0000 QUALCOMM INC COM - 747525103 - MINOR = 31000 | | | | | | | |
| SOLD | | 11/05/2012 | 1511.96 | | | | |
| ACQ | 25 0000 | 02/05/2007 | 1511.96 | 943 18 | 568 78 | LT15 | Y |
| 75.0000 QUALCOMM INC COM - 747525103 - MINOR = 31000 | | | | | | | |
| SOLD | | 12/19/2012 | 4703.14 | | | | |
| ACQ | 75 0000 | 02/05/2007 | 4703.14 | 2829 55 | 1873 59 | LT15 | Y |
| 33.3220 ROWE T PRICE MID-CAP GROWTH FD INC COM - 779556109 - MINOR = 050827 | | | | | | | |
| SOLD | | 11/05/2012 | 1955.00 | | | | |
| ACQ | 33.3220 | 06/23/2009 | 1955.00 | 1218 92 | 736 08 | LT15 | Y |
| 137.4950 ROWE T PRICE MID-CAP GROWTH FD INC COM - 779556109 - MINOR = 050827 | | | | | | | |
| SOLD | | 12/19/2012 | 7779.47 | | | | |
| ACQ | 137 4950 | 06/23/2009 | 7779.47 | 5029 56 | 2749 91 | LT15 | Y |
| 18.9190 ROWE PRICE NEW HORIZONS FUND INC CAP - 779562107 - MINOR = 050842 | | | | | | | |
| SOLD | | 11/05/2012 | 665 00 | | | | |
| ACQ | 18.9190 | 01/24/2008 | 665 00 | 524 06 | 140 94 | LT15 | Y |
| 86.1110 ROWE PRICE NEW HORIZONS FUND INC CAP - 779562107 - MINOR = 050842 | | | | | | | |
| SOLD | | 12/19/2012 | 2868.36 | | | | |
| ACQ | 86.1110 | 01/24/2008 | 2868 36 | 2385.27 | 483.09 | LT15 | Y |
| 118.2000 ROWE T PRICE MID CAP VALUE F COM - 77957Y106 - MINOR = 050828 | | | | | | | |
| SOLD | | 11/05/2012 | 2955 00 | | | | |
| ACQ | 118 2000 | 01/20/2005 | 2955 00 | 2609 66 | 345.14 | LT15 | Y |

ACCT 2XMC 75750719397397
FROM 01/01/2012
TO 12/31/2012

PNC BANK, N A.
STATEMENT OF CAPITAL GAINS AND LOSSES
WILLIAMSON FAMILY FDN AGT

TRUST YEAR ENDING 12/31/2012



RUN 02/09/2013
10.41:34 AM

TAX PREPARER· 727
TRUST ADMINISTRATOR· LAY
INVESTMENT OFFICER· 1HJ

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

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM | NC |
|---|---|---|---|---|---|---|---|
| 320.6050 ROWE T PRICE MID CAP VALUE F COM - 77957Y106 - MINOR = 050628 | | | | | | | |
| SOLD | | 12/19/2012 | 7752.23 | | | | |
| ACQ | 117 6650 | 01/20/2005 | 2845.14 | 2598 04 | 247 10 | LT15 | Y |
| | 202 9400 | 01/24/2008 | 4907 09 | 4310.44 | 596 65 | LT15 | Y |
| 75.2500 ROYCE FD TOTAL RETURN - 780905881 - MINOR = 050841 | | | | | | | |
| SOLD | | 11/05/2012 | 1055.00 | | | | |
| ACQ | 75 2500 | 06/23/2009 | 1055.00 | 646.40 | 408 60 | LT15 | Y |
| 215.4800 ROYCE FD TOTAL RETURN - 780905881 - MINOR = 050841 | | | | | | | |
| SOLD | | 12/19/2012 | 2943 46 | | | | |
| ACQ | 215 4800 | 06/23/2009 | 2943 46 | 1850.97 | 1092.49 | LT15 | Y |
| 150.0000 SECTOR SPDR TR SBI BASIC INDS - 81369Y100 - MINOR = 053559 | | | | | | | |
| SOLD | | 12/19/2012 | 5600 87 | | | | |
| ACQ | 150 0000 | 11/13/2006 | 5600.87 | 5100.00 | 500.87 | LT15 | Y |
| 164.1570 THIRD AVENUE INTERNATL VALUE FUND 448 - 884116500 - MINOR = 050853 | | | | | | | |
| SOLD | | 12/19/2012 | 2798.88 | | | | |
| ACQ | 164 1570 | 02/23/2011 | 2798 88 | 2899.01 | -100.13 | LT15 | Y |
| 100.0000 US BANCORP DEL COM NEW - 902973304 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 3225.92 | | | | |
| ACQ | 100 0000 | 02/19/2010 | 3225.92 | 2416.78 | 809.14 | LT15 | Y |
| 50.0000 UNITED PARCEL SERVICE INC CL B - 911312106 - MINOR = 3101 | | | | | | | |
| SOLD | | 12/19/2012 | 3790.91 | | | | |
| ACQ | 50 0000 | 02/19/2010 | 3790.91 | 2905.97 | 884.94 | LT15 | Y |
| 50.0000 UNITED TECHNOLOGIES CORP COM - 913017109 - MINOR = 31001 | | | | | | | |
| SOLD | | 12/19/2012 | 4155.90 | | | | |
| ACQ | 50.0000 | 09/29/2010 | 4155.90 | 3565.50 | 590.40 | LT15 | Y |
| 50.0000 VANGUARD FTSE EMERGING MARKETS ETF - 922042858 - MINOR = 053549 | | | | | | | |
| SOLD | | 11/05/2012 | 2099.95 | | | | |
| ACQ | 50 0000 | 11/18/2008 | 2099 95 | 1076.50 | 1023.45 | LT15 | Y |
| 200.0000 VANGUARD FTSE EMERGING MARKETS ETF - 922042858 - MINOR = 053549 | | | | | | | |
| SOLD | | 12/19/2012 | 8827.80 | | | | |
| ACQ | 200.0000 | 11/18/2008 | 8827 80 | 4306.00 | 4521.80 | LT15 | Y |
| 50.0000 VERIZON COMMUNICATIONS COM - 92343V104 | | | | | | | |
| SOLD | | 12/19/2012 | 2182 45 | | | | |
| ACQ | 50.0000 | 10/20/2009 | 2182 45 | 1348 75 | 833 70 | LT15 | Y |
| 75.0000 WASTE MANAGEMENT INC NEW COM - 94106L109 - MINOR = 3101 | | | | | | | |
| SOLD | | 11/05/2012 | 2417.95 | | | | |
| ACQ | 75 0000 | 06/22/2009 | 2417.95 | 2087.17 | 330.78 | LT15 | Y |
| 100.0000 WELLS FARGO & CO NEW COM - 949746101 | | | | | | | |
| SOLD | | 12/19/2012 | 3475.92 | | | | |
| ACQ | 100.0000 | 06/22/2009 | 3475.92 | 2323.81 | 1152 11 | LT15 | Y |
| 50.0000 WHIRLPOOL CORP COM - 963320106 - MINOR = 31001 | | | | | | | |
| SOLD | | 08/07/2012 | 3550 79 | | | | |
| ACQ | 50.0000 | 02/23/2011 | 3550.79 | 4037 36 | -486 57 | LT15 | |
| | | TOTALS | 275943.62 | 210815.78 | | | |

SUMMARY OF CAPITAL GAINS/LOSSES

| FEDERAL | SHORT TERM | LONG TERM 28% | LONG TERM 15% | ST WASH SALE | LT WASH SALE | 1250 GAIN |
|---|---|---|---|---|---|---|
| NONCOVERED FROM ABOVE | 0.00 | 0.00 | 63305 12 | 0.00 | 0.00 | 0.00* |
| COVERED FROM ABOVE | 0 00 | 0.00 | 1822.72 | 0.00 | 0.00 | |
| COMMON TRUST FUND | 0.00 | 0.00 | 0 00 | | | 0.00 |
| CAPITAL GAIN DIVIDENDS | 0.00 | 0.00 | 1095 20 | | | 0.54 |
| | 0.00 | 0 00 | 66223 04 | 0 00 | 0 00 | 0.54 |
| **STATE** | | | | | | |
| NONCOVERED FROM ABOVE | 0.00 | 0.00 | 63305 12 | 0.00 | 0.00 | 0.00* |
| COVERED FROM ABOVE | 0.00 | 0.00 | 1822 72 | 0.00 | 0.00 | |
| COMMON TRUST FUND | 0 00 | 0.00 | 0.00 | | | 0 00 |
| CAPITAL GAIN DIVIDENDS | 0.00 | 0.00 | 1095.20 | | | 0 54 |
| | 0 00 | 0.00 | 66223 04 | 0.00 | 0 00 | 0.54 |

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

LT PROCEEDS

LT BASIS

LT GAIN

CAPITAL LOSS CARRYOVER

| | | |
|---|---|---|
| FEDERAL | 0 00 | 0.00 |
| OHIO | N/A | N/A |

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

| SOURCE | AMOUNT |
|---|---|
| INTEREST INCOME - JP MORGAN (GENERAL) | 4. |
| INTEREST INCOME - JP MORGAN (LAS) | 0. |
| INTEREST INCOME - JP MORGAN (MJS) | 0. |
| INTEREST INCOME - JP MORGAN (MVHS) | 12. |
| INTEREST INCOME - JP MORGAN (WPW) | 0. |
| INTEREST INCOME - PNC (JDW) | 122. |
| TAX EXEMPT INTEREST | 29. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 167. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| DIVIDEND INCOME - JP MORGAN (GENERAL) | 5,784. | 0. | 5,784. |
| DIVIDEND INCOME - JP MORGAN (MVHS) | 26,764. | 2,104. | 24,660. |
| DIVIDEND INCOME - PNC (JDW) | 6,762. | 1,095. | 5,667. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 39,310. | 3,199. | 36,111. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| OTHER INCOME | -320. | -320. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | -320. | -320. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| PROFESSIONAL FEES | 4,994. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 4,994. | 0. | | 0. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ASSET MANAGEMENT FEES | 31,705. | 31,705. | | 0. |
| OTHER DEDUCTIONS FROM PASSTHROUGH ENTITIES | 4,444. | 4,444. | | 0. |
| FILING FEES | 200. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 36,349. | 36,149. | | 0. |

FORM 990-PF TAXES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| EXCISE TAX | 1,371. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 1,371. | 0. | | 0. |

FOOTNOTES STATEMENT 7

THIS STATEMENT IS PROVIDED TO FULFILL THE SUBSTANTIATION REQUIREMENTS FOR CHARITABLE CONTRIBUTIONS SET FORTH IN IRC SECTION 170(F)(8). THE AMOUNTS AND DESCRIPTIONS OF THE CONTRIBUTIONS REPORTED IN SCHEDULE B OF THIS RETURN ARE HEREBY INCORPORATED BY REFERENCE IN THIS STATEMENT. NO GOODS OR SERVICES WERE PROVIDED IN EXCHANGE FOR ANY OF THESE CONTRIBUTIONS.

## FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

| DESCRIPTION | AMOUNT |
|---|---|
| NET UNREALIZED LOSS ON MARKETABLE SECURITIES | 61,820. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 61,820. |

## FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

| DESCRIPTION | AMOUNT |
|---|---|
| NONDEDUCTIBLE EXPENSES FROM JP MORGAN SCHEDULES K-1 | 4. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 4. |

## FORM 990-PF OTHER INVESTMENTS STATEMENT 10

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| PNC BANK INVESTMENTS | FMV | 0. | 0. |
| JP MORGAN - GENERAL (INVESTMENTS IN PARTNERSHIPS) | FMV | 165,699. | 165,699. |
| JP MORGAN INVESTMENTS (MVHS) | FMV | 1,236,100. | 1,236,100. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 1,401,799. | 1,401,799. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| WARREN P. WILLIAMSON, III<br>1568 HEIGHTS COURT<br>MARCO ISLAND, FL 34145 | CHAIRPERSON<br>0.00 | 0. | 0. | 0. |
| J.D. WILLIAMSON, II<br>74-360 DESERT BAJADA TRAIL<br>INDIAN WELLS, CA 92210 | VICE-CHAIR<br>0.00 | 0. | 0. | 0. |
| MARTHA STEWART<br>P.O. BOX 10905<br>JACKSON, WY 83002 | SECY./TREAS.<br>0.00 | 0. | 0. | 0. |
| LOWRY STEWART<br>3528 ARCADIA DR.<br>CARSON CITY, NV 89705 | TRUSTEE<br>0.00 | 0. | 0. | 0. |
| LYNN WILLIAMSON<br>2338 WOODHOUSE LANE<br>CASTLE ROCK, CO 80109 | TRUSTEE<br>0.00 | 0. | 0. | 0. |
| SUSAN BROWNLEE<br>11969 PASEO FUERTE<br>EL CAJON, CA 92020 | TRUSTEE<br>0.00 | 0. | 0. | 0. |
| WARREN P. WILLIAMSON, IV<br>101 SOUTHBEND COURT<br>LOVELAND, OH 45140 | TRUSTEE<br>0.00 | 0. | 0. | 0. |
| JOSEPH BRADLEY WILLIAMSON<br>7233 WEST MERCER WAY<br>MERCER ISLAND, WA 98040 | TRUSTEE<br>0.00 | 0. | 0. | 0. |
| JOHN BOYDSTON<br>7851 N.W. 89TH TERRACE #106<br>KANSAS CITY, MO 64153 | TRUSTEE<br>0.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |

| FORM 990-PF | PART XV - LINE 1A<br>LIST OF FOUNDATION MANAGERS | STATEMENT 12 |
|---|---|---|

NAME OF MANAGER

MARTHA STEWART
LOWRY STEWART

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

**Part II | Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

**Enter filer's identifying number, see instructions**

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

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

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ▶ WARREN P. WILLIAMSON, III, TRUSTEE 8399 TIPPECANOE ROAD - CANFIELD, OH 44406

  Telephone No ▶ (330)533-5786 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

ADDITIONAL INFORMATION IS REQUIRED FROM AN INDEPENDENT THIRD PARTY IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.

| | | | |
|---|---|---|---|
| 8a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions | 8a | $ 0. |
| b | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | 8b | $ 4,048. |
| c | **Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions | 8c | $ 0. |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶



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01-21-13