JAMFOUND 10/29/2013 2 13 PM

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: THE WILLIAMS FAMILY FUND

A Employer identification number: 38-2837463

Number and street (or P O box number if mail is not delivered to street address): 380 N OLD WOODWARD AVENUE

Room/suite: 300

B Telephone number (see instructions): 248-642-0333

City or town, state and ZIP code: BIRMINGHAM MI 48009

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,696,752

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

	Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	2,612	2,612		
4	Dividends and interest from securities	107,411	107,411		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	133,342			
b	Gross sales price for all assets on line 6a 1,222,162				
7	Capital gain net income (from Part IV, line 2)		133,342		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 1	20,399			
12	**Total.** Add lines 1 through 11	263,764	243,365	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See Stmt 2	10,000			
b	Accounting fees (attach schedule) Stmt 3	5,085			
c	Other professional fees (attach schedule)				
17	Interest	4,496			
18	Taxes (attach schedule) (see instructions) Stmt 4	8,228			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 5	53,205	53,205		
24	**Total operating and administrative expenses.** Add lines 13 through 23	81,014	53,205	0	0
25	Contributions, gifts, grants paid	239,750			239,750
26	**Total expenses and disbursements.** Add lines 24 and 25	320,764	53,205	0	239,750
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-57,000			
b	**Net investment income** (if negative, enter -0-)		190,160		
c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
NOV 12 2013
A003
IRS-OSC
OGDEN, UT

SCANNED NOV 1 6 2013

For Paperwork Reduction Act Notice, see instructions.

DAA

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	170,102	238,200	238,200
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) See Stmt 6	1,147,055	1,030,502	1,331,804
	c	Investments – corporate bonds (attach schedule) See Stmt 7	102,717		
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 8	2,739,259	3,038,639	3,126,748
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 9)	1,718		
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	4,160,851	4,307,341	4,696,752
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 ▶ See Statement 10)		203,490	
	23	**Total liabilities** (add lines 17 through 22)	0	203,490	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,160,851	4,103,851	
	30	**Total net assets or fund balances** (see instructions)	4,160,851	4,103,851	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,160,851	4,307,341	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,160,851
2	Enter amount from Part I, line 27a	2	-57,000
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,103,851
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,103,851

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Worksheet			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	133,342
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-10,786

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	228,500	4,737,361	0.048234
2010	223,000	4,623,559	0.048231
2009	289,274	4,472,120	0.064684
2008	310,783	5,815,576	0.053440
2007	312,446	6,626,025	0.047154

2 Total of line 1, column (d)	2	0.261743
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	0.052349
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,704,958
5 Multiply line 4 by line 3	5	246,300
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,902
7 Add lines 5 and 6	7	248,202
8 Enter qualifying distributions from Part XII, line 4	8	239,750

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	3,803
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	3,803
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	3,803
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,752		
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	5,752
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	1,949
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,949 Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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? N/A	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ None			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶ R JAMISON WILLIAMS JR Telephone no ▶ 248-642-0333

380 N OLD WOODWARD

Located at ▶ BIRMINGHAM MI ZIP+4 ▶ 48009

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			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?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 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 ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
R JAMISON WILLIAMS JR BIRMINGHAM 380 N OLD WOODWARD SUITE 300 MI 48009	PRES/DIR 1.00	0	0	0
WENDY J LYNCH BLOOMFIELD HILLS 3544 FRANKLIN RD MI 48302	DIRECTOR 0.00	0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,267,966
b	Average of monthly cash balances	1b	169,280
c	Fair market value of all other assets (see instructions)	1c	1,339,361
d	**Total** (add lines 1a, b, and c)	1d	4,776,607
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,776,607
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	71,649
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,704,958
6	**Minimum investment return.** Enter 5% of line 5	6	235,248

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	235,248
2a	Tax on investment income for 2012 from Part VI, line 5 2a 3,803		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	3,803
3	Distributable amount before adjustments Subtract line 2c from line 1	3	231,445
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	231,445
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	231,445

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	239,750
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	239,750
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	239,750

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				231,445
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			232,333	
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 239,750				
a Applied to 2011, but not more than line 2a			232,333	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				7,417
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				224,028
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

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

See Statement 11

c Any submission deadlines

See Statement 12

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

ALL APPLICATIONS ARE REVIEWED BY THE BOARD OF TRUSTEES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 13				239,750
Total			▶ 3a	239,750
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					2,612
4 Dividends and interest from securities					107,411
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					133,342
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b STRENGTH CAPITAL	523000	3,461			
c STRENGTH CAPITAL II	523000	22,533			
d UBS QUARANGLE	523000	-5,595			
e					
12 Subtotal Add columns (b), (d), and (e)		20,399		0	243,365

13 Total. Add line 12, columns (b), (d), and (e) 13 263,764

(See worksheet in line 13 instructions to verify calculations)

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

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

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 instructions)? ☒ Yes ☐ No

Signature of officer or trustee

Date 11/5/13

Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name MARGARET I TANGHE CPA	Preparer's signature Margaret I Tanghe	Date 10/29/13	Check ☒ if self-employed
Firm's name ▶ MARGARET I TANGHE, CPA		PTIN	P00706712
Firm's address ▶ 2064 KRISTIN DR TROY, MI 48084-1134		Firm's EIN ▶	
		Phone no	248-649-4795

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	100000-General Electric	P	04/05/06	06/08/12
(2)	1677.85-MFB Northern High Yield Fixe	P	08/22/07	11/28/12
(3)	3/22/1907 2:38:24 PM-PIMCO Pac Inv M	P	02/02/09	03/01/12
(4)	5847.95-PIMCO Pac Inv Mgmt Ser Commo	P	01/11/10	03/01/12
(5)	1618.12-PIMCO Pac Inv Mgmt Ser Commo	P	01/30/09	06/07/12
(6)	1064.96-MFB Northern Mgm Intl Equity	P	03/02/12	06/06/12
(7)	1166.05-MFB Northern High Yield Oppo	P	04/07/11	11/28/12
(8)	225-MFC Ishares Tr Barclays Tips	P	03/07/11	10/03/12
(9)	100-MFC Ishares Tr Barclays Tips	P	04/07/11	10/03/12
(10)	Valueclink Inc	P	11/20/12	11/20/12
(11)	7-Accenture PLC	P	01/15/10	11/29/12
(12)	2-AGRIUM INC	P	09/18/12	11/29/12
(13)	15-AKZO NOBEL N V SPONSORED ADR	P	04/19/10	11/29/12
(14)	29-AKZO NOBEL N V SPONSORED ADR	P	03/24/12	11/29/12
(15)	145-ALCATEL-LUCENT	P	08/17/11	11/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	100,102		102,717	-2,615
(2)	12,500		13,205	-705
(3)	18,655		16,439	2,216
(4)	41,345		50,000	-8,655
(5)	10,000		11,902	-1,902
(6)	8,552		10,000	-1,448
(7)	12,500		12,873	-373
(8)	27,582		24,409	3,173
(9)	12,259		10,907	1,352
(10)	31			31
(11)	477		298	179
(12)	203		210	-7
(13)	280		297	-17
(14)	541		548	-7
(15)	162		542	-380

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				-2,615
(2)				-705
(3)				2,216
(4)				-8,655
(5)				-1,902
(6)				-1,448
(7)				-373
(8)				3,173
(9)				1,352
(10)				31
(11)				179
(12)				-7
(13)				-17
(14)				-7
(15)				-380

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	54-ALCATEL-LUCENT	P	01/12/12	12/18/12
(2)	700-ALCATEL-LUCENT	P	06/02/10	12/18/12
(3)	535-ALCATEL-LUCENT	P	11/10/10	12/18/12
(4)	70-ALCATEL-LUCENT	P	11/10/10	11/29/12
(5)	4-ANHEUSER BUSCH INBEV SA/NV SPON	P	01/15/10	11/29/12
(6)	6-ARKEMA SPONSORED ADR	P	05/08/12	11/29/12
(7)	3-AUTOLIV INC	P	08/02/12	11/29/12
(8)	2-BAIDU INC SPONSORED ADR	P	10/22/12	11/29/12
(9)	5-BANK N S HALIFAX	P	10/18/12	11/29/12
(10)	5-BASF AKTIENGESELLSCHAFT	P	03/22/11	11/29/12
(11)	13-BASF AKTIENGESELLSCHAFT	P	03/22/11	06/28/12
(12)	30-BAYTEX ENERGY CORP	P	05/26/11	06/21/12
(13)	55-BAYTEX ENERGY CORP	P	03/24/11	06/21/12
(14)	11-BG PLC ADR	P	01/29/10	11/29/12
(15)	8-BG PLC ADR	P	02/17/11	11/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	74		86	-12
(2)	961		1,808	-847
(3)	734		1,763	-1,029
(4)	78		231	-153
(5)	345		204	141
(6)	601		536	65
(7)	180		171	9
(8)	197		230	-33
(9)	278		275	3
(10)	445		387	58
(11)	838		1,005	-167
(12)	1,165		1,660	-495
(13)	2,136		3,170	-1,034
(14)	188		212	-24
(15)	137		196	-59

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				-12
(2)				-847
(3)				-1,029
(4)				-153
(5)				141
(6)				65
(7)				9
(8)				-33
(9)				3
(10)				58
(11)				-167
(12)				-495
(13)				-1,034
(14)				-24
(15)				-59

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	32-BG PLC ADR	P	02/17/11	06/06/12
(2)	25-BG PLC ADR	P	02/22/11	06/06/12
(3)	7-BHP BILLITON LTD SPONSORED ADR	P	09/02/11	11/29/12
(4)	22-BRAMBLES LTD ADR	P	05/07/12	10/29/12
(5)	55-BRIDGESTONE CORP ADR	P	10/13/11	09/25/12
(6)	20-BRIDGESTONE CORP ADR	P	03/05/12	09/25/12
(7)	11-BUNZL PLC SPONSORED ADR	P	01/15/10	10/18/12
(8)	6-BUNZL PLC SPONSORED ADR	P	04/06/11	11/29/12
(9)	28-CAIRN ENERGY PLC ADR	P	08/03/12	11/29/12
(10)	5-CANON INC ADR	P	01/15/10	11/29/12
(11)	11-CENOVUS ENERGY INC	P	05/02/11	11/29/12
(12)	12-CHECK PT SOFTWARE TECHNOLOGIES	P	08/23/12	11/29/12
(13)	9-CHINA MOBILE LTD	P	01/15/10	11/29/12
(14)	15-CHINA MOBILE LTD	P	01/15/10	02/14/12
(15)	4-CNOOC LTD	P	06/22/12	07/26/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	613		784	-171
(2)	479		614	-135
(3)	441		467	-26
(4)	332		340	-8
(5)	2,559		2,510	49
(6)	931		980	-49
(7)	965		680	285
(8)	498		371	127
(9)	237		256	-19
(10)	175		213	-38
(11)	366		411	-45
(12)	548		607	-59
(13)	509		441	68
(14)	766		735	31
(15)	777		794	-17

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-171
(2)				-135
(3)				-26
(4)				-8
(5)				49
(6)				-49
(7)				285
(8)				127
(9)				-19
(10)				-38
(11)				-45
(12)				-59
(13)				68
(14)				31
(15)				-17

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	4-COGNIZANT TECH SOLUTIONS CORP	P	10/23/12	11/29/12
(2)	15-CORUS ENTMT INC CL B	P	01/27/10	11/29/12
(3)	CREDIT SUISSE GROUP SPONSORED	P	07/27/10	08/14/12
(4)	7-CREDIT SUISSE GROUP SPONSORED	P	07/27/10	11/29/12
(5)	8-CREDIT SUISSE GROUP SPONSORED	P	07/27/10	06/28/12
(6)	15-CREDIT SUISSE GROUP SPONSORED	P	07/27/10	01/13/12
(7)	35-CREDIT SUISSE GROUP SPONSORED ADR	P	01/15/10	01/13/12
(8)	45-CREDIT SUISSE GROUP SPONSORED ADR	P	03/04/11	06/28/12
(9)	81-CSL LTD ADR	P	07/13/11	08/07/12
(10)	5-CSL LTD ADR	P	07/13/11	11/29/12
(11)	71-DEUTSCHE BOERSE ADR	P	02/23/12	11/29/12
(12)	35-DEUTSCHE TELEKOM AG	P	05/03/11	11/29/12
(13)	45-DIAGEO PLC SPONSORED ADR	P	01/15/10	06/20/12
(14)	5-ECOPETROL S A SPONSORED ADS	P	06/27/12	11/29/12
(15)	40-ERICSSON	P	03/22/11	11/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	268		277	-9
(2)	346		275	71
(3)	3		3	
(4)	165		295	-130
(5)	136		337	-201
(6)	338		632	-294
(7)	789		1,851	-1,062
(8)	766		2,037	-1,271
(9)	1,699		1,419	280
(10)	135		88	47
(11)	398		484	-86
(12)	385		580	-195
(13)	4,523		3,070	1,453
(14)	291		288	3
(15)	368		477	-109

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(1)				-9
(2)				71
(3)				
(4)				-130
(5)				-201
(6)				-294
(7)				-1,062
(8)				-1,271
(9)				280
(10)				47
(11)				-86
(12)				-195
(13)				1,453
(14)				3
(15)				-109

Form 990-PF

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	29-EXPERIAN PLC	P	01/15/10	11/29/12
(2)	95-EXPERIAN PLC	P	01/15/10	11/12/12
(3)	155-EXPERIAN PLC	P	01/15/10	04/02/12
(4)	14-FANUC CORPORATION	P	02/21/12	11/29/12
(5)	40-FRESENIUS MEDICAL CARE AG AND CO.	P	01/15/10	12/18/12
(6)	6-FRESENIUS MEDICAL CARE AG AND CO.K	P	01/15/10	12/21/12
(7)	17-FRESENIUS MEDICAL CARE AG AND CO.	P	01/15/10	12/20/12
(8)	1-FRESENIUS MEDICAL CARE AG AND CO.K	P	01/15/10	12/17/12
(9)	24-FRESENIUS MEDICAL CARE AG AND CO.	P	02/16/11	12/17/12
(10)	8-FRESENIUS MEDICAL CARE AG AND CO.K	P	02/16/11	11/29/12
(11)	260-GAFISA S A SPONSORED ADR	P	05/18/10	05/15/12
(12)	32-GIVAUDAN SA ADR	P	04/21/11	11/29/12
(13)	60-GOLDCORP INC	P	05/18/11	12/20/12
(14)	65-GOLDCORP INC	P	08/10/11	12/20/12
(15)	10-GOLDCORP INC	P	05/18/12	11/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	483		282	201
(2)	1,578		925	653
(3)	2,417		1,510	907
(4)	399		410	-11
(5)	1,382		1,060	322
(6)	206		159	47
(7)	585		450	135
(8)	34		27	7
(9)	822		747	75
(10)	542		498	44
(11)	885		3,432	-2,547
(12)	640		665	-25
(13)	2,114		2,864	-750
(14)	2,290		3,004	-714
(15)	391		477	-86

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				201
(2)				653
(3)				907
(4)				-11
(5)				322
(6)				47
(7)				135
(8)				7
(9)				75
(10)				44
(11)				-2,547
(12)				-25
(13)				-750
(14)				-714
(15)				-86

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	16-GOLDCORP INC	P	09/21/12	12/20/12
(2)	44-ICAP PLC SPONSORED ADR	P	04/10/12	11/29/12
(3)	44-INFORMA PLC	P	11/07/11	11/29/12
(4)	1-INFORMA PLC	P	11/15/11	11/29/12
(5)	68-JUPITER TELECOMMUNICATION CO LTD	P	03/07/11	11/29/12
(6)	0.33-JUPITER TELECOMMUNICATION CO LT	P	03/07/11	08/27/12
(7)	90-KAO CORP	P	01/15/10	02/15/12
(8)	370-KDDI CORP ADR	P	01/12/10	04/10/12
(9)	29-KONINKLIJKE AHOLD NV SPONSORED AD	P	01/15/10	11/29/12
(10)	13-L OREAL CO ADR	P	09/13/11	11/29/12
(11)	39-LINDE AG-SPONSORED ADR	P	03/22/11	11/29/12
(12)	55-LVMH MOET HENNESSY LOUIS VUITTON	P	05/13/10	08/21/12
(13)	51-LVMH MOET HENNESSY LOUIS VUITTON	P	03/29/11	08/21/12
(14)	49-LVMH MOET HENNESSY LOUIS VUITTON	P	03/29/11	06/19/12
(15)	30-MTN GROUP LTD SPONSORED ADR	P	04/28/10	02/28/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	564		742	-178
(2)	417		566	-149
(3)	590		525	65
(4)	13		12	1
(5)	885		737	148
(6)	3		4	-1
(7)	2,299		2,173	126
(8)	5,854		5,221	633
(9)	364		390	-26
(10)	354		268	86
(11)	671		580	91
(12)	1,817		1,224	593
(13)	1,685		1,552	133
(14)	1,487		1,491	-4
(15)	532		455	77

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				-178
(2)				-149
(3)				65
(4)				1
(5)				148
(6)				-1
(7)				126
(8)				633
(9)				-26
(10)				86
(11)				91
(12)				593
(13)				133
(14)				-4
(15)				77

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	18-MTN GROUP LTD SPONSORED ADR	P	01/19/10	02/28/12
(2)	272-MTN GROUP LTD SPONSORED ADR	P	01/19/10	02/29/12
(3)	3-NESTLE S A SPONSORED ADR	P	01/15/10	11/29/12
(4)	55-NEW GOLD INC	P	08/15/11	11/29/12
(5)	83-NORDEA BK AB SWEDEN	P	04/06/11	11/29/12
(6)	25-NOVARTIS AG	P	01/15/10	01/20/12
(7)	15-NOVARTIS AG	P	02/10/11	01/20/12
(8)	10-NOVARTIS AG	P	02/10/11	11/29/12
(9)	2-NOVO-NORDISK A S ADR	P	01/15/10	11/29/12
(10)	8-NOVO-NORDISK A S ADR	P	01/15/10	10/09/12
(11)	20-NOVO-NORDISK A S ADR	P	01/15/10	06/01/12
(12)	200-NTT DOCOMO INC ADR	P	10/06/11	05/08/12
(13)	3-NXP SEMICONDUCTORS N V	P	07/07/11	01/19/12
(14)	67-NXP SEMICONDUCTORS N V	P	07/07/11	01/18/12
(15)	75-NXP SEMICONDUCTORS N V	P	04/06/11	01/18/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	319		259	60
(2)	4,884		3,911	973
(3)	197		144	53
(4)	586		629	-43
(5)	750		919	-169
(6)	1,391		1,320	71
(7)	835		848	-13
(8)	618		565	53
(9)	320		134	186
(10)	1,290		537	753
(11)	2,617		1,342	1,275
(12)	3,284		3,783	-499
(13)	57		82	-25
(14)	1,274		1,839	-565
(15)	1,426		2,292	-866

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				60
(2)				973
(3)				53
(4)				-43
(5)				-169
(6)				71
(7)				-13
(8)				53
(9)				186
(10)				753
(11)				1,275
(12)				-499
(13)				-25
(14)				-565
(15)				-866

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	177-OGX PETROLEO E GAS PARTICIPACOES	P	07/14/11	06/08/12
(2)	217-OGX PETROLEO E GAS PARTICIPACOES	P	07/14/11	06/06/12
(3)	1-OGX PETROLEO E GAS PARTICIPACOES	P	07/14/11	06/07/12
(4)	34-PARTNER COMMUNICATIONS CO LTD ADR	P	11/06/12	11/29/12
(5)	58-PARTNER COMMUNICATIONS CO LTD ADR	P	11/05/12	11/29/12
(6)	85-PENN WEST PETROLEUM LTD	P	02/17/11	06/19/12
(7)	50-PENN WEST PETROLEUM LTD	P	04/19/11	06/19/12
(8)	22-PERNOD RICARD S A ADR	P	06/26/12	11/29/12
(9)	32-PETROFAC LTD	P	11/07/11	11/29/12
(10)	20-POTASH CORP SASK INC	P	01/15/10	02/14/12
(11)	41-POTASH CORP SASK INC	P	01/15/10	04/30/12
(12)	25-POTASH CORP SASK INC	P	05/17/11	04/30/12
(13)	30-POTASH CORP SASK INC	P	08/10/11	04/30/12
(14)	84-PRECISION DRILLING CORP	P	03/19/12	06/27/12
(15)	9-PRECISION DRILLING CORP	P	03/19/12	06/26/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	845		1,655	-810
(2)	1,066		2,029	-963
(3)	5		9	-4
(4)	221		197	24
(5)	376		337	39
(6)	1,147		2,323	-1,176
(7)	675		1,299	-624
(8)	500		445	55
(9)	411		353	58
(10)	879		783	96
(11)	1,732		1,605	127
(12)	1,056		1,289	-233
(13)	1,267		1,593	-326
(14)	507		929	-422
(15)	53		100	-47

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				-810
(2)				-963
(3)				-4
(4)				24
(5)				39
(6)				-1,176
(7)				-624
(8)				55
(9)				58
(10)				96
(11)				127
(12)				-233
(13)				-326
(14)				-422
(15)				-47

Form 990-PF

Capital Gains and Losses for Tax on Investment Income

2012

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

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	131-PRECISION DRILLING CORP	P	05/01/12	06/27/12
(2)	14-PRECISION DRILLING CORPORATION	P	06/29/11	06/26/12
(3)	131-PRECISION DRILLING CORPORATION	P	06/01/11	06/25/12
(4)	23-REED ELSEVIER P L C SPONSORED ADR	P	01/15/10	09/26/12
(5)	1-REED ELSEVIER P L C SPONSORED ADR	P	01/15/10	09/25/12
(6)	41-REED ELSEVIER P L C SPONSORED ADR	P	01/15/10	09/18/12
(7)	40-REED ELSEVIER P L C SPONSORED ADR	P	01/15/10	02/16/12
(8)	6-REED ELSEVIER P L C SPONSORED ADR	P	04/01/10	11/29/12
(9)	95-RIO TINTO PLC SPONSORED	P	11/18/10	07/20/12
(10)	20-ROCHE HLDG LTD SPONSORED ADR	P	01/15/10	11/29/12
(11)	4-SAFRAN ADR	P	10/23/12	11/29/12
(12)	49-SAGE GROUP PLC UNSPONSORED ADR	P	01/15/10	09/18/12
(13)	91-SAGE GROUP PLC UNSPONSORED ADR	P	01/15/10	11/01/12
(14)	65-SAGE GROUP PLC UNSPONSORED ADR	P	02/16/10	11/01/12
(15)	26-SAP AG SPONSORED ADR	P	01/15/10	12/07/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	791		1,240	-449
(2)	82		188	-106
(3)	797		1,758	-961
(4)	894		749	145
(5)	39		33	6
(6)	1,585		1,335	250
(7)	1,381		1,302	79
(8)	247		189	58
(9)	4,332		6,657	-2,325
(10)	978		873	105
(11)	162		157	5
(12)	1,000		735	265
(13)	1,806		1,365	441
(14)	1,290		918	372
(15)	2,049		1,286	763

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-449
(2)				-106
(3)				-961
(4)				145
(5)				6
(6)				250
(7)				79
(8)				58
(9)				-2,325
(10)				105
(11)				5
(12)				265
(13)				441
(14)				372
(15)				763

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

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

2012

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	7-SAP AG SPONSORED ADR	P	01/15/10	11/29/12
(2)	38-SBERBANK RUSSIA SPONSORED ADR	P	09/24/12	11/29/12
(3)	33-SCHNEIDER ELEC SA ADR	P	01/15/10	11/29/12
(4)	40-SCHNEIDER ELEC SA ADR	P	01/15/10	06/29/12
(5)	66-SCHNEIDER ELEC SA ADR	P	04/19/10	06/29/12
(6)	29-SCHNEIDER ELEC SA ADR	P	04/19/10	06/28/12
(7)	29-SGS SA	P	01/19/10	11/29/12
(8)	7-SHINHAN FINL GROUP CO LTD	P	05/25/11	11/29/12
(9)	22-SILVER WHEATON CORP	P	01/15/10	11/29/12
(10)	4-SOCIEDAD QUIMICA Y MINERA DE CHILE	P	01/15/10	11/29/12
(11)	15-SOCIEDAD QUIMICA Y MINERA DE CHIL	P	01/15/10	02/14/12
(12)	5-SODEXO	P	03/23/11	11/29/12
(13)	14-SODEXO	P	03/23/11	09/21/12
(14)	4-SOFTBANK CORP ADR	P	04/10/12	11/29/12
(15)	18-SOFTBANK CORP ADR	P	06/04/12	11/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	548		346	202
(2)	431		473	-42
(3)	453		384	69
(4)	425		466	-41
(5)	702		781	-79
(6)	291		343	-52
(7)	643		397	246
(8)	224		308	-84
(9)	812		374	438
(10)	224		171	53
(11)	873		641	232
(12)	399		343	56
(13)	1,133		962	171
(14)	77		57	20
(15)	348		269	79

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				202
(2)				-42
(3)				69
(4)				-41
(5)				-79
(6)				-52
(7)				246
(8)				-84
(9)				438
(10)				53
(11)				232
(12)				56
(13)				171
(14)				20
(15)				79

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	74-SOFTBANK CORP ADR	P	06/04/12	09/26/12
(2)	62-SUBSEA 7 S A SPONSORED ADR	P	06/02/11	06/07/12
(3)	17-SUBSEA 7 S A SPONSORED ADR	P	06/02/12	12/04/12
(4)	198-Veripos	P	08/29/12	08/29/12
(5)	135-SUN HUNG KAI PROP LTD	P	01/15/10	03/23/12
(6)	80-SUN HUNG KAI PROP LTD	P	07/27/10	03/23/12
(7)	9-SVENSKA CELLULOSA AKTIEBOLAGET SCA	P	10/19/12	11/29/12
(8)	121-TESCO PLC SPONSORED ADR	P	01/15/10	12/07/12
(9)	20-TESCO PLC SPONSORED ADR	P	01/15/10	11/29/12
(10)	69-TESCO PLC SPONSORED ADR	P	01/15/10	09/18/12
(11)	6-TOYOTA MTR CORP	P	02/10/12	11/29/12
(12)	1-TOYOTA MTR CORP	P	02/10/12	09/18/12
(13)	20-TOYOTA MTR CORP	P	02/29/12	09/18/12
(14)	46-TULLOW OIL PLC ADR	P	11/04/11	11/29/12
(15)	665-TURKIYE GARANTI BANKASI A S SPON	P	08/09/10	07/27/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	1,492		1,106	386
(2)	1,216		1,543	-327
(3)	388		423	-35
(4)	38			38
(5)	1,859		2,026	-167
(6)	1,102		1,166	-64
(7)	180		162	18
(8)	1,949		2,485	-536
(9)	312		411	-99
(10)	1,156		1,417	-261
(11)	518		477	41
(12)	81		79	2
(13)	1,625		1,691	-66
(14)	501		495	6
(15)	2,546		3,445	-899

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				386
(2)				-327
(3)				-35
(4)				38
(5)				-167
(6)				-64
(7)				18
(8)				-536
(9)				-99
(10)				-261
(11)				41
(12)				2
(13)				-66
(14)				6
(15)				-899

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	12-UNILEVER N V NEW YORK	P	01/15/10	11/29/12
(2)	14-UNITED OVERSEAS BK LTD	P	04/24/12	11/29/12
(3)	75-VODAFONE GROUP PLC NEW SPONSORED	P	01/15/10	02/14/12
(4)	19-VODAFONE GROUP PLC NEW SPONSORED	P	01/15/10	08/16/12
(5)	161-VODAFONE GROUP PLC NEW SPONSORED	P	01/15/10	10/18/12
(6)	12-VODAFONE GROUP PLC NEW SPONSORED	P	01/15/10	11/29/12
(7)	1-WILLIS GROUP HOLDINGS	P	01/15/10	11/29/12
(8)	20-WILLIS GROUP HOLDINGS	P	09/30/11	11/29/12
(9)	18-ABBOTT LABORATORIES	P	01/22/10	11/29/12
(10)	5-ACME PACKET INC	P	12/17/10	01/19/12
(11)	10-ACME PACKET INC	P	12/20/10	01/19/12
(12)	25-ACME PACKET INC	P	01/25/11	01/19/12
(13)	5-ACME PACKET INC	P	06/13/11	01/19/12
(14)	20-ACME PACKET INC	P	06/28/11	01/19/12
(15)	7-AIR PRODUCTS AND CHEMICALS INC.	P	01/22/10	03/16/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	456		382	74
(2)	429		417	12
(3)	2,043		1,676	367
(4)	556		425	131
(5)	4,590		3,598	992
(6)	308		268	40
(7)	34		27	7
(8)	683		703	-20
(9)	1,170		1,012	158
(10)	154		256	-102
(11)	307		509	-202
(12)	768		1,325	-557
(13)	154		340	-186
(14)	615		1,288	-673
(15)	644		578	66

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				74
(2)				12
(3)				367
(4)				131
(5)				992
(6)				40
(7)				7
(8)				-20
(9)				158
(10)				-102
(11)				-202
(12)				-557
(13)				-186
(14)				-673
(15)				66

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
(1)	31-AIR PRODUCTS AND CHEMICALS INC.	P	01/22/10	03/19/12
(2)	9-ALEXION PHARMACEUTICALS INC	P	05/10/10	09/27/12
(3)	2-ALEXION PHARMACEUTICALS INC	P	07/16/10	09/27/12
(4)	12-ALEXION PHARMACEUTICALS INC	P	07/16/10	11/29/12
(5)	9-ALLERGAN INC	P	08/04/11	11/29/12
(6)	5-AMAZON COM INC	P	01/22/10	08/01/12
(7)	6-AMAZON COM INC	P	01/22/10	01/27/12
(8)	7-AMAZON COM INC	P	01/22/10	11/29/12
(9)	19-AMERICAN EXPRESS CO.	P	05/05/10	11/29/01
(10)	11-AMERICAN TOWER CORP	P	01/03/11	11/29/12
(11)	5-APACHE CORP.	P	01/22/10	05/15/12
(12)	5-APACHE CORP.	P	01/22/10	05/16/12
(13)	14-APACHE CORP.	P	01/22/10	06/06/12
(14)	26-APACHE CORP.	P	01/22/10	06/26/12
(15)	3-APPLE INC	P	01/22/10	08/20/12

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
(1)	2,847		2,560	287
(2)	1,008		237	771
(3)	224		51	173
(4)	1,146		308	838
(5)	832		717	115
(6)	1,163		631	532
(7)	1,170		757	413
(8)	1,762		883	879
(9)	1,064		883	181
(10)	822		564	258
(11)	416		538	-122
(12)	416		538	-122
(13)	1,158		1,505	-347
(14)	2,140		2,795	-655
(15)	1,995		635	1,360

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) or *Losses (from col (h))*
	(i) F M V as of 12/31/69	**(j)** Adjusted basis *as of 12/31/69*	**(k)** Excess of col (i) *over col (j), if any*	
(1)				287
(2)				771
(3)				173
(4)				838
(5)				115
(6)				532
(7)				413
(8)				879
(9)				181
(10)				258
(11)				-122
(12)				-122
(13)				-347
(14)				-655
(15)				1,360

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	10-APPLE INC	P	01/22/10	11/29/12
(2)	40-ARM HLDS PLC	P	04/27/12	07/25/12
(3)	9-ARM HLDS PLC SPONSORED	P	01/19/11	05/29/12
(4)	2-ARM HLDS PLC SPONSORED	P	01/20/11	05/29/12
(5)	4-ARM HLDS PLC SPONSORED	P	01/20/11	07/25/12
(6)	8-ARM HLDS PLC SPONSORED	P	01/20/11	07/11/12
(7)	12-ARM HLDS PLC SPONSORED	P	01/20/11	07/11/12
(8)	35-ARM HLDS PLC SPONSORED	P	02/28/11	05/29/12
(9)	45-ARM HLDS PLC SPONSORED	P	03/15/11	07/25/12
(10)	30-ARM HLDS PLC SPONSORED	P	06/28/11	07/11/12
(11)	30-AUTODESK INC	P	03/31/10	08/24/12
(12)	30-AUTODESK INC	P	03/09/12	08/24/12
(13)	30-AUTODESK INC.	P	03/22/10	08/24/12
(14)	25-AUTODESK INC.	P	05/11/10	08/24/12
(15)	17-BHP BILLITON LTD SPONSORED	P	01/22/10	03/05/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	5,900		2,116	3,784
(2)	970		1,014	-44
(3)	213		243	-30
(4)	47		52	-5
(5)	97		103	-6
(6)	181		206	-25
(7)	272		309	-37
(8)	830		1,016	-186
(9)	1,092		1,159	-67
(10)	680		832	-152
(11)	925		885	40
(12)	925		1,070	-145
(13)	925		889	36
(14)	771		762	9
(15)	1,263		1,372	-109

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				3,784
(2)				-44
(3)				-30
(4)				-5
(5)				-6
(6)				-25
(7)				-37
(8)				-186
(9)				-67
(10)				-152
(11)				40
(12)				-145
(13)				36
(14)				9
(15)				-109

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	18-BHP BILLITON LTD SPONSORED	P	01/22/10	03/07/12
(2)	9-BIOGEN IDEC INC	P	08/09/11	11/29/12
(3)	9-BIOMARIN PHARMACEUTICAL INC	P	10/02/12	11/29/12
(4)	13-BOEING CO	P	09/20/10	11/29/12
(5)	20-BRISTOL MYERS SQUIBB CO	P	07/25/12	11/29/12
(6)	10-CELGENE CORP	P	11/02/10	11/29/12
(7)	15-CELGENE CORP	P	11/02/10	10/25/12
(8)	8-CELGENE CORP	P	05/16/11	11/29/12
(9)	7-CERNER CORP	P	01/22/10	04/09/12
(10)	7-CERNER CORP	P	01/22/10	11/29/12
(11)	11-CERNER CORP	P	01/22/10	06/18/12
(12)	19-CERNER CORP	P	01/22/10	10/26/12
(13)	2-CHIPOTLE MEXICAN GRILL INC	P	11/30/12	11/29/12
(14)	5-CITRIX SYS INC	P	09/03/10	11/28/12
(15)	6-CITRIX SYS INC	P	06/25/10	11/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	1,310		1,452	-142
(2)	1,353		860	493
(3)	442		360	82
(4)	963		813	150
(5)	655		710	-55
(6)	795		614	181
(7)	1,113		921	192
(8)	636		476	160
(9)	525		309	216
(10)	541		309	232
(11)	951		485	466
(12)	1,448		838	610
(13)	533		525	8
(14)	304		291	13
(15)	375		273	102

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-142
(2)				493
(3)				82
(4)				150
(5)				-55
(6)				181
(7)				192
(8)				160
(9)				216
(10)				232
(11)				466
(12)				610
(13)				8
(14)				13
(15)				102

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	8-CITRIX SYS INC	P	07/16/10	11/28/12
(2)	12-CITRIX SYS INC	P	07/16/10	11/29/12
(3)	3-COACH INC	P	02/14/11	01/24/12
(4)	6-COACH INC	P	02/14/11	09/10/12
(5)	7-COACH INC	P	02/15/11	01/24/12
(6)	5-COACH INC	P	02/17/11	01/24/12
(7)	9-COACH INC	P	02/28/11	09/10/12
(8)	15-COACH INC	P	02/28/11	11/29/12
(9)	7-COGNIZANT TECHNOLOGY SOLUTIONS COR	P	05/06/10	06/29/12
(10)	5-COGNIZANT TECHNOLOGY SOLUTIONS COR	P	05/06/10	07/12/12
(11)	5-COGNIZANT TECHNOLOGY SOLUTIONS COR	P	05/10/12	12/05/12
(12)	9-COGNIZANT TECHNOLOGY SOLUTIONS COR	P	05/10/12	12/07/12
(13)	10-COGNIZANT TECHNOLOGY SOLUTIONS CO	P	05/10/12	12/06/12
(14)	13-COGNIZANT TECHNOLOGY SOLUTIONS CO	P	01/22/10	07/12/12
(15)	17-COGNIZANT TECHNOLOGY SOLUTIONS CO	P	01/22/10	08/06/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	486		365	121
(2)	751		548	203
(3)	205		171	34
(4)	374		342	32
(5)	477		399	78
(6)	341		289	52
(7)	561		511	50
(8)	886		851	35
(9)	297		258	39
(10)	387		361	26
(11)	350		305	45
(12)	630		549	81
(13)	700		609	91
(14)	719		626	93
(15)	1,095		819	276

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				121
(2)				203
(3)				34
(4)				32
(5)				78
(6)				52
(7)				50
(8)				35
(9)				39
(10)				26
(11)				45
(12)				81
(13)				91
(14)				93
(15)				276

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	20-COGNIZANT TECHNOLOGY SOLUTIONS CO	P	01/22/10	07/23/12
(2)	3-COGNIZANT TECHNOLOGY SOLUTIONS COR	P	01/25/10	12/05/12
(3)	5-COGNIZANT TECHNOLOGY SOLUTIONS COR	P	01/25/10	11/29/12
(4)	12-COGNIZANT TECHNOLOGY SOLUTIONS CO	P	01/25/10	08/06/12
(5)	5-COGNIZANT TECHNOLOGY SOLUTIONS COR	P	07/30/10	06/25/12
(6)	10-COGNIZANT TECHNOLOGY SOLUTIONS CO	P	07/30/10	06/29/12
(7)	10-COGNIZANT TECHNOLOGY SOLUTIONS CO	P	09/03/10	06/25/12
(8)	8-COSTCO WHOLESALE CORP	P	01/22/10	11/29/12
(9)	18-COVIDIEN	P	01/22/10	11/29/12
(10)	3-CUMMINS INC	P	03/22/10	07/23/12
(11)	6-CUMMINS INC	P	03/30/11	07/23/12
(12)	10-CUMMINS INC	P	03/30/11	06/07/12
(13)	6-CUMMINS INC	P	01/22/10	07/23/12
(14)	6-CUMMINS INC	P	01/22/10	11/29/12
(15)	20-DANAHER CORP.	P	01/22/10	11/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	1,126		963	163
(2)	210		141	69
(3)	335		235	100
(4)	773		563	210
(5)	290		276	14
(6)	593		551	42
(7)	579		579	
(8)	814		473	341
(9)	1,049		879	170
(10)	263		182	81
(11)	525		634	-109
(12)	984		1,056	-72
(13)	525		316	209
(14)	599		316	283
(15)	1,071		766	305

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				163
(2)				69
(3)				100
(4)				210
(5)				14
(6)				42
(7)				
(8)				341
(9)				170
(10)				81
(11)				-109
(12)				-72
(13)				209
(14)				283
(15)				305

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	25-DANAHER CORP.	P	03/30/11	07/18/12
(2)	15-DECKERS OUTDOOR CORP	P	05/04/11	03/15/12
(3)	3-DECKERS OUTDOOR CORP	P	05/13/11	03/15/12
(4)	6-DECKERS OUTDOOR CORP	P	08/22/11	03/15/12
(5)	10-DECKERS OUTDOOR CORP	P	08/23/11	03/15/12
(6)	7-DEERE & CO.	P	07/26/10	05/21/12
(7)	8-DEERE & CO.	P	07/28/10	11/29/12
(8)	13-DEERE & CO.	P	07/28/10	11/19/12
(9)	3-DEERE & CO.	P	08/23/10	04/12/12
(10)	7-DEERE & CO.	P	08/23/10	05/21/12
(11)	5-DEERE & CO.	P	10/05/10	04/12/12
(12)	4-DICKS SPORTING GOODS INC	P	01/18/11	10/25/12
(13)	4-DICKS SPORTING GOODS INC	P	01/18/11	05/15/12
(14)	10-DICKS SPORTING GOODS INC	P	01/18/11	11/29/12
(15)	30-DICKS SPORTING GOODS INC	P	04/11/11	05/15/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	1,300		1,299	1
(2)	1,013		1,276	-263
(3)	203		269	-66
(4)	405		500	-95
(5)	676		747	-71
(6)	526		448	78
(7)	678		512	166
(8)	1,120		831	289
(9)	238		198	40
(10)	526		463	63
(11)	397		350	47
(12)	201		144	57
(13)	202		144	58
(14)	530		359	171
(15)	1,515		1,242	273

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				1
(2)				-263
(3)				-66
(4)				-95
(5)				-71
(6)				78
(7)				166
(8)				289
(9)				40
(10)				63
(11)				47
(12)				57
(13)				58
(14)				171
(15)				273

Form 990-PF

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	10-DICKS SPORTING GOODS INC	P	07/13/11	10/25/12
(2)	10-DICKS SPORTING GOODS INC	P	07/14/11	10/25/12
(3)	8-DIGITAL RLTY TR INC	P	07/23/12	11/29/12
(4)	17-DIRECTV	P	08/04/11	11/29/12
(5)	14-DOLLAR TREE INC	P	11/14/11	11/15/12
(6)	16-DOLLAR TREE INC	P	11/15/11	11/15/12
(7)	9-DOLLAR TREE INC	P	11/25/11	11/29/12
(8)	7-DOLLAR TREE INC	P	12/05/11	11/15/12
(9)	22-DU PONT E I DE NEMOURS & CO	P	09/27/11	11/29/12
(10)	7-EDWARDS LIFESCIENCES CORP	P	11/15/12	11/29/12
(11)	59-EMC CORP	P	11/19/10	11/29/12
(12)	14-ESTEE LAUDER COMPANIES INC	P	10/27/11	11/29/12
(13)	13-EXPRESS SCRIPTS HLDG CO	P	04/30/12	11/29/12
(14)	30-EXXON MOBIL CORP	P	07/01/10	03/12/12
(15)	25-EXXON MOBIL CORP	P	09/29/10	03/26/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	503		379	124
(2)	503		378	125
(3)	514		608	-94
(4)	838		853	-15
(5)	547		557	-10
(6)	625		634	-9
(7)	376		334	42
(8)	273		284	-11
(9)	956		913	43
(10)	590		613	-23
(11)	1,479		1,257	222
(12)	814		691	123
(13)	697		742	-45
(14)	2,560		1,766	794
(15)	2,168		1,547	621

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				124
(2)				125
(3)				-94
(4)				-15
(5)				-10
(6)				-9
(7)				42
(8)				-11
(9)				43
(10)				-23
(11)				222
(12)				123
(13)				-45
(14)				794
(15)				621

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

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

2012

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	25-EXXON MOBIL CORP	P	07/01/10	03/26/12
(2)	7-F5 NETWORKS INC	P	01/25/11	11/29/12
(3)	5-F5 NETWORKS INC	P	03/28/11	11/29/12
(4)	25-FREEPORT-MCMORAN COPPER & GOLD IN	P	03/09/11	03/20/12
(5)	30-FREEPORT-MCMORAN COPPER & GOLD IN	P	07/29/10	03/20/12
(6)	5-GILEAD SCIENCES INC	P	11/20/12	11/29/12
(7)	2-GOOGLE INC	P	11/09/10	11/29/12
(8)	2-GOOGLE INC	P	11/18/10	11/29/12
(9)	1-GOOGLE INC	P	07/29/11	11/29/12
(10)	5-GRAINGER W W INC	P	04/13/12	07/18/12
(11)	2-GRAINGER W. W. INC.	P	11/15/11	07/18/12
(12)	5-GRAINGER W. W. INC.	P	11/15/11	11/29/12
(13)	29-GREEN MTN COFFEE ROASTERS	P	12/15/10	02/02/12
(14)	55-HALLIBURTON CO	P	03/30/11	03/15/12
(15)	10-HOME DEPOT INC	P	04/17/12	11/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	2,168		1,471	697
(2)	659		784	-125
(3)	470		476	-6
(4)	974		1,293	-319
(5)	1,169		1,075	94
(6)	376		361	15
(7)	1,385		1,256	129
(8)	1,385		1,195	190
(9)	692		623	69
(10)	1,051		1,045	6
(11)	420		354	66
(12)	968		884	84
(13)	1,906		971	935
(14)	1,883		2,545	-662
(15)	643		506	137

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				697
(2)				-125
(3)				-6
(4)				-319
(5)				94
(6)				15
(7)				129
(8)				190
(9)				69
(10)				6
(11)				66
(12)				84
(13)				935
(14)				-662
(15)				137

Form 990-PF

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	6-HOME DEPOT INC	P	07/09/12	11/29/12
(2)	17-HOME DEPOT INC	P	08/16/12	10/22/12
(3)	5-INFORMATICA CORP	P	08/04/11	01/27/12
(4)	11-INFORMATICA CORP	P	08/17/11	01/27/12
(5)	9-INFORMATICA CORP	P	08/18/11	01/27/12
(6)	25-INFORMATICA CORP	P	09/13/11	01/27/12
(7)	7-INTERCONTINENTALEXCHANGE INC	P	09/23/10	11/29/12
(8)	7-INTERNATIONAL BUSINESS MACHS CORP	P	01/22/10	11/29/12
(9)	2-INTUITIVE SURGICAL INC	P	01/22/10	11/29/12
(10)	1-INTUITIVE SURGICAL INC	P	03/30/11	10/15/12
(11)	2-INTUITIVE SURGICAL INC	P	03/30/11	11/29/12
(12)	18-JOHNSON CONTROLS INC.	P	01/22/10	04/12/12
(13)	29-JOHNSON CONTROLS INC.	P	01/22/10	07/09/12
(14)	29-JOHNSON CONTROLS INC.	P	01/22/10	07/10/12
(15)	34-JOHNSON CONTROLS INC.	P	01/22/10	07/11/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	386		309	77
(2)	1,053		898	155
(3)	215		255	-40
(4)	473		537	-64
(5)	387		444	-57
(6)	1,075		953	122
(7)	925		735	190
(8)	1,340		931	409
(9)	1,069		630	439
(10)	506		333	173
(11)	1,069		667	402
(12)	571		532	39
(13)	775		857	-82
(14)	782		857	-75
(15)	916		1,005	-89

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				77
(2)				155
(3)				-40
(4)				-64
(5)				-57
(6)				122
(7)				190
(8)				409
(9)				439
(10)				173
(11)				402
(12)				39
(13)				-82
(14)				-75
(15)				-89

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	10-JOHNSON CONTROLS INC.	P	03/10/10	04/12/12
(2)	10-JOHNSON CONTROLS INC.	P	03/10/10	03/14/12
(3)	20-JOHNSON CONTROLS INC.	P	03/31/10	03/14/12
(4)	25-JOHNSON CONTROLS INC.	P	04/12/10	04/12/12
(5)	30-JOHNSON CONTROLS INC.	P	05/24/10	07/11/12
(6)	25-JOHNSON CONTROLS INC.	P	06/14/10	07/11/12
(7)	50-JPMORGAN CHASE & CO	P	01/18/12	04/09/12
(8)	30-JPMORGAN CHASE & CO	P	01/20/12	04/09/12
(9)	4-KANSAS CITY SOUTHN	P	07/16/10	11/29/12
(10)	11-KANSAS CITY SOUTHN	P	01/03/11	11/29/12
(11)	2-KANSAS CITY SOUTHN	P	01/04/11	10/22/12
(12)	12-KANSAS CITY SOUTHN	P	01/04/11	10/24/12
(13)	20-LULULEMON ATHLETICA INC	P	06/03/11	09/07/12
(14)	3-LULULEMON ATHLETICA INC	P	06/09/11	09/07/12
(15)	27-LULULEMON ATHLETICA INC	P	06/09/11	11/19/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	317		323	-6
(2)	319		323	-4
(3)	639		656	-17
(4)	794		795	-1
(5)	808		873	-65
(6)	673		650	23
(7)	2,203		1,824	379
(8)	1,322		1,051	271
(9)	314		151	163
(10)	864		529	335
(11)	158		96	62
(12)	950		578	372
(13)	1,510		895	615
(14)	227		127	100
(15)	1,900		1,144	756

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				-6
(2)				-4
(3)				-17
(4)				-1
(5)				-65
(6)				23
(7)				379
(8)				271
(9)				163
(10)				335
(11)				62
(12)				372
(13)				615
(14)				100
(15)				756

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	10-LULULEMON ATHLETICA INC	P	09/14/11	01/18/12
(2)	15-LULULEMON ATHLETICA INC	P	12/09/11	11/19/12
(3)	4-LULULEMON ATHLETICA INC	P	05/14/12	11/19/12
(4)	5-LULULEMON ATHLETICA INC	P	12/09/12	01/18/12
(5)	3-MASTERCARD INC	P	10/31/11	11/29/12
(6)	13-MC DONALDS CORP.	P	09/03/10	11/29/12
(7)	10-MICHAEL KORS HOLDINGS LTD	P	09/13/12	11/29/12
(8)	10-MONSANTO CO	P	01/21/11	11/29/12
(9)	1-MONSANTO CO	P	01/24/11	11/29/12
(10)	10-NATIONAL OILWELL VARCO	P	01/22/10	11/29/12
(11)	5-NATIONAL OILWELL VARCO	P	12/01/10	11/29/12
(12)	3-NATIONAL OILWELL VARCO	P	05/02/11	11/29/12
(13)	17-NATIONAL OILWELL VARCO	P	05/02/11	06/29/12
(14)	11-NIKE INC CL B	P	01/22/10	09/17/12
(15)	11-NIKE INC CL B	P	01/22/10	11/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	601		538	63
(2)	1,056		704	352
(3)	282		296	-14
(4)	301		235	66
(5)	1,468		986	482
(6)	1,122		953	169
(7)	531		543	-12
(8)	921		741	180
(9)	92		72	20
(10)	702		464	238
(11)	351		308	43
(12)	210		229	-19
(13)	1,094		1,300	-206
(14)	1,076		710	366
(15)	1,089		710	379

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				63
(2)				352
(3)				-14
(4)				66
(5)				482
(6)				169
(7)				-12
(8)				180
(9)				20
(10)				238
(11)				43
(12)				-19
(13)				-206
(14)				366
(15)				379

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

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

2012

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	4-NOBLE ENERGY INC	P	04/11/12	11/29/12
(2)	45-NUANCE COMMUNICATIONS INC	P	01/24/12	04/20/12
(3)	35-NUANCE COMMUNICATIONS INC	P	01/30/12	04/20/12
(4)	35-NUANCE COMMUNICATIONS INC	P	02/21/12	04/20/12
(5)	46-NUANCE COMMUNICATIONS INC	P	04/03/12	04/20/12
(6)	60-ORACLE CORPORATION	P	06/28/11	02/15/12
(7)	45-ORACLE CORPORATION	P	01/22/10	02/15/12
(8)	3-PANERA BREAD CO	P	07/02/12	11/29/12
(9)	55-PENNEY J.C CO INC	P	03/13/12	05/22/12
(10)	17-PEPSICO INC	P	01/22/10	05/10/12
(11)	23-PEPSICO INC	P	01/22/10	11/29/12
(12)	6-PERRIGO CO	P	11/14/11	11/29/12
(13)	15-POLYPORE INTL INC	P	06/13/11	01/31/12
(14)	5-POLYPORE INTL INC	P	06/23/11	01/31/12
(15)	10-POLYPORE INTL INC	P	06/28/11	01/31/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	780		774	6
(2)	1,039		1,305	-266
(3)	808		1,013	-205
(4)	808		977	-169
(5)	1,062		1,147	-85
(6)	1,691		1,919	-228
(7)	1,268		1,144	124
(8)	486		416	70
(9)	1,436		2,170	-734
(10)	1,137		1,058	79
(11)	1,618		1,431	187
(12)	618		548	70
(13)	619		934	-315
(14)	206		298	-92
(15)	413		625	-212

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				6
(2)				-266
(3)				-205
(4)				-169
(5)				-85
(6)				-228
(7)				124
(8)				70
(9)				-734
(10)				79
(11)				187
(12)				70
(13)				-315
(14)				-92
(15)				-212

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	16-POLYPORE INTL INC	P	07/14/11	01/31/12
(2)	3-POLYPORE INTL INC	P	07/15/11	01/31/12
(3)	15-POLYPORE INTL INC	P	08/05/11	01/31/12
(4)	5-PRECISION CASTPARTS CORP	P	11/02/11	11/29/12
(5)	2-PRICELINE COM INC	P	09/29/11	11/29/12
(6)	11-QUALCOMM INC	P	01/22/10	06/06/12
(7)	25-QUALCOMM INC	P	01/22/10	11/29/12
(8)	15-QUALCOMM INC	P	02/16/11	06/06/12
(9)	16-RED HAT INC	P	04/16/10	11/29/12
(10)	8-SALESFORCE COM INC	P	01/22/10	01/03/12
(11)	3-SALESFORCE COM INC	P	01/25/10	01/03/12
(12)	6-SALESFORCE COM INC	P	11/23/11	11/29/12
(13)	6-SCHLUMBERGER LTD	P	01/22/10	05/16/12
(14)	16-SCHLUMBERGER LTD	P	01/22/10	11/29/12
(15)	2-SCHLUMBERGER LTD	P	11/29/10	05/16/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	660		1,105	-445
(2)	124		205	-81
(3)	619		974	-355
(4)	914		815	99
(5)	1,335		994	341
(6)	641		546	95
(7)	1,585		1,241	344
(8)	874		856	18
(9)	796		498	298
(10)	829		556	273
(11)	311		205	106
(12)	952		676	276
(13)	398		423	-25
(14)	1,128		1,128	
(15)	133		150	-17

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-445
(2)				-81
(3)				-355
(4)				99
(5)				341
(6)				95
(7)				344
(8)				18
(9)				298
(10)				273
(11)				106
(12)				276
(13)				-25
(14)				
(15)				-17

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
(1)	8-SCHLUMBERGER LTD	P	11/29/10	05/15/12
(2)	38-ST JUDE MED INC	P	09/11/12	11/09/12
(3)	12-STARBUCKS CORP	P	07/28/10	11/29/12
(4)	20-STARBUCKS CORP	P	10/05/10	11/29/12
(5)	11-STERICYCLE INC	P	11/02/11	11/29/12
(6)	5-TERADATA CORP	P	10/06/10	08/21/12
(7)	9-TERADATA CORP	P	10/12/10	08/21/12
(8)	15-TERADATA CORP	P	11/10/11	11/29/12
(9)	10-TIFFANY & CO	P	05/07/10	01/11/12
(10)	5-TIFFANY & CO	P	03/24/10	03/20/12
(11)	15-TIFFANY & CO	P	03/24/10	03/14/12
(12)	15-TIFFANY & CO	P	03/30/10	03/20/12
(13)	5-TIFFANY & CO	P	03/31/10	03/14/12
(14)	15-TIFFANY & CO	P	03/31/10	01/11/12
(15)	25-TIFFANY & CO	P	05/11/10	03/20/12

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
(1)	531		599	-68
(2)	1,407		1,487	-80
(3)	619		302	317
(4)	1,032		510	522
(5)	1,027		932	95
(6)	377		196	181
(7)	678		349	329
(8)	899		581	318
(9)	600		482	118
(10)	368		236	132
(11)	1,051		709	342
(12)	1,103		708	395
(13)	350		237	113
(14)	900		710	190
(15)	1,839		1,109	730

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
(1)				-68
(2)				-80
(3)				317
(4)				522
(5)				95
(6)				181
(7)				329
(8)				318
(9)				118
(10)				132
(11)				342
(12)				395
(13)				113
(14)				190
(15)				730

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

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

2012

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	5-TIFFANY & CO	P	11/29/10	01/11/12
(2)	9-TRACTOR SUPPLY CO	P	06/29/12	11/29/12
(3)	3-TRIMBLE NAV LTD	P	05/04/11	11/29/12
(4)	17-TRIMBLE NAV LTD	P	05/04/11	06/06/12
(5)	13-TRIMBLE NAV LTD	P	05/06/11	11/29/12
(6)	6-ULTA SALON COSMETICS & FRAGRANCE I	P	03/26/12	11/29/12
(7)	5-ULTA SALON COSMETICS & FRAGRANCE I	P	04/11/12	11/19/12
(8)	5-ULTA SALON COSMETICS & FRAGRANCE I	P	04/11/12	06/06/12
(9)	4-ULTA SALON COSMETICS & FRAGRANCE I	P	04/17/12	11/19/12
(10)	7-ULTA SALON COSMETICS & FRAGRANCE I	P	04/17/12	11/29/12
(11)	12-UNITED TECHNOLOGIES CORP	P	01/22/10	05/15/12
(12)	13-UNITED TECHNOLOGIES CORP	P	01/22/10	09/12/12
(13)	17-UNITED TECHNOLOGIES CORP	P	01/22/10	11/06/12
(14)	23-UNITED TECHNOLOGIES CORP	P	01/22/10	11/01/12
(15)	25-UNITEDHEALTH GROUP INC	P	01/20/12	04/02/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	300		289	11
(2)	813		783	30
(3)	167		142	25
(4)	814		804	10
(5)	723		559	164
(6)	600		552	48
(7)	446		475	-29
(8)	478		475	3
(9)	357		379	-22
(10)	649		663	-14
(11)	921		872	49
(12)	1,070		945	125
(13)	1,360		1,235	125
(14)	1,839		1,671	168
(15)	1,468		1,338	130

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				11
(2)				30
(3)				25
(4)				10
(5)				164
(6)				48
(7)				-29
(8)				3
(9)				-22
(10)				-14
(11)				49
(12)				125
(13)				125
(14)				168
(15)				130

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	25-UNITEDHEALTH GROUP INC	P	01/24/12	04/02/12
(2)	25-UNITEDHEALTH GROUP INC	P	03/26/12	04/02/12
(3)	26-VERIFONE SYSTEMS INC	P	05/31/12	07/11/12
(4)	30-VERIZON COMMUNICATIONS	P	07/24/12	11/29/12
(5)	28-WALT DISNEY CO	P	01/22/10	11/29/12
(6)	5-WHOLE FOODS MKT INC	P	07/16/10	11/29/12
(7)	10-WHOLE FOODS MKT INC	P	07/21/10	11/29/12
(8)	8-AAON INC	P	12/22/10	04/24/12
(9)	8-AARON RENTS INC CL B	P	09/05/07	04/25/12
(10)	21.5-AARON RENTS INC CL B	P	09/05/07	04/24/12
(11)	10-AARON RENTS INC CL B	P	02/07/08	04/25/12
(12)	7.5-AARON RENTS INC CL B	P	01/20/10	04/24/12
(13)	25-ACTUANT CORP	P	04/29/11	09/05/12
(14)	2-ACTUANT CORP	P	03/23/11	09/05/12
(15)	7-ACUITY BRANDS INC	P	05/20/10	04/24/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	1,468		1,316	152
(2)	1,468		1,353	115
(3)	908		1,014	-106
(4)	1,317		1,347	-30
(5)	1,393		865	528
(6)	465		185	280
(7)	931		373	558
(8)	154		152	2
(9)	201		133	68
(10)	541		359	182
(11)	251		129	122
(12)	189		145	44
(13)	718		689	29
(14)	57		53	4
(15)	377		303	74

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				152
(2)				115
(3)				-106
(4)				-30
(5)				528
(6)				280
(7)				558
(8)				2
(9)				68
(10)				182
(11)				122
(12)				44
(13)				29
(14)				4
(15)				74

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	3-ACUITY BRANDS INC	P	05/20/10	09/05/12
(2)	4-ACUITY BRANDS INC	P	03/31/10	09/06/12
(3)	25-ADVISORY BRD CO	P	08/19/08	01/23/12
(4)	10-ADVISORY BRD CO	P	08/19/08	05/07/12
(5)	5-ADVISORY BRD CO	P	07/08/08	01/23/12
(6)	1-ADVISORY BRD CO	P	12/12/08	05/07/12
(7)	6-AFFILIATED MANAGERS GROUP INC	P	08/08/11	09/05/12
(8)	27-BALCHEM CORP	P	06/19/08	04/24/12
(9)	22-BRADY CORP CL A	P	09/05/07	08/08/12
(10)	33-BRADY CORP CL A	P	09/05/07	08/08/12
(11)	5-BRADY CORP CL A	P	09/05/07	08/09/12
(12)	8-BRADY CORP CL A	P	11/16/11	08/13/12
(13)	27-BRADY CORP CL A	P	11/16/11	08/10/12
(14)	8-BRADY CORP CL A	P	06/23/08	08/09/12
(15)	7-BRADY CORP CL A	P	06/23/08	08/10/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	197		130	67
(2)	262		166	96
(3)	1,959		777	1,182
(4)	929		311	618
(5)	392		198	194
(6)	93		23	70
(7)	706		589	117
(8)	738		468	270
(9)	616		856	-240
(10)	926		1,284	-358
(11)	139		195	-56
(12)	219		240	-21
(13)	749		811	-62
(14)	223		301	-78
(15)	194		263	-69

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				67
(2)				96
(3)				1,182
(4)				618
(5)				194
(6)				70
(7)				117
(8)				270
(9)				-240
(10)				-358
(11)				-56
(12)				-21
(13)				-62
(14)				-78
(15)				-69

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	3-CARLISLE COMPANIES	P	12/22/09	04/24/12
(2)	5-CARLISLE COMPANIES INC	P	06/02/10	04/24/12
(3)	31-DAKTRONICS INC	P	01/28/09	01/24/12
(4)	49-DAKTRONICS INC	P	01/28/09	09/06/12
(5)	90-DAKTRONICS INC	P	06/19/09	09/07/12
(6)	40-DAKTRONICS INC	P	08/14/09	09/06/12
(7)	22-DAKTRONICS INC	P	05/23/11	09/06/12
(8)	11-DAKTRONICS INC	P	05/23/11	09/05/12
(9)	24-DAKTRONICS INC	P	05/20/11	09/06/12
(10)	1-DRIL-QUIP INC	P	08/31/09	04/24/12
(11)	10-FAIR ISAAC CORPORATION	P	04/23/08	09/06/12
(12)	1-FAIR ISAAC CORPORATION	P	09/05/07	09/06/12
(13)	2-FAIR ISAAC CORPORATION	P	09/05/07	09/05/12
(14)	1-FAIR ISAAC CORPORATION	P	09/05/07	04/24/12
(15)	6-FAIR ISAAC CORPORATION	P	09/05/07	04/24/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	160		102	58
(2)	267		195	72
(3)	248		281	-33
(4)	475		444	31
(5)	880		669	211
(6)	388		356	32
(7)	213		215	-2
(8)	106		108	-2
(9)	233		233	
(10)	65		44	21
(11)	443		257	186
(12)	44		37	7
(13)	89		73	16
(14)	42		37	5
(15)	251		219	32

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				58
(2)				72
(3)				-33
(4)				31
(5)				211
(6)				32
(7)				-2
(8)				-2
(9)				
(10)				21
(11)				186
(12)				7
(13)				16
(14)				5
(15)				32

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	2-FAIR ISAAC CORPORATION	P	04/09/08	09/06/12
(2)	21-FOREST CITY ENTERPRISES INC CL A	P	03/10/09	09/05/12
(3)	30-FOREST CITY ENTERPRISES INC CL A	P	05/18/09	09/05/12
(4)	5-Harris Teeter formerly RUDDICK COR	P	09/05/07	04/24/12
(5)	14-HEICO CORP	P	03/19/12	07/17/12
(6)	1-HEICO CORP	P	03/19/12	07/17/12
(7)	9-HIBBETT SPORTS INC	P	02/08/11	04/24/12
(8)	11-HIBBETT SPORTS INC	P	02/08/11	09/05/12
(9)	2-J & J SNACK FOODS CORP	P	10/07/10	04/24/12
(10)	38-KIRBY CORP	P	09/05/07	04/24/12
(11)	3-LIQUIDITY SVCS INC	P	07/25/11	04/25/12
(12)	2-LIQUIDITY SVCS INC	P	07/25/11	04/24/12
(13)	13-LIQUIDITY SVCS INC	P	11/17/11	04/24/12
(14)	3-LIQUIDITY SVCS INC	P	06/09/11	09/05/12
(15)	19-LIQUIDITY SVCS INC	P	06/09/11	07/17/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	89		49	40
(2)	314		94	220
(3)	449		224	225
(4)	186		164	22
(5)	439		471	-32
(6)	32		34	-2
(7)	515		280	235
(8)	649		343	306
(9)	106		87	19
(10)	2,407		1,461	946
(11)	155		77	78
(12)	102		51	51
(13)	663		388	275
(14)	157		64	93
(15)	799		408	391

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				40
(2)				220
(3)				225
(4)				22
(5)				-32
(6)				-2
(7)				235
(8)				306
(9)				19
(10)				946
(11)				78
(12)				51
(13)				275
(14)				93
(15)				391

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	6-LIQUIDITY SVCS INC	P	06/09/11	04/25/12
(2)	5-LIQUIDITY SVCS INC	P	06/10/11	09/05/12
(3)	6-LIQUIDITY SVCS INC	P	06/13/11	09/05/12
(4)	78-LKQ CORP	P	09/05/07	12/18/12
(5)	10-LKQ CORP	P	09/05/07	09/05/12
(6)	19-LKQ CORP	P	07/08/08	04/24/12
(7)	1-LKQ CORP	P	07/08/08	09/05/12
(8)	25-LKQ CORP	P	05/13/09	09/05/12
(9)	32-LKQ CORP	P	09/05/12	11/06/12
(10)	10-MANHATTAN ASSOCS INC	P	09/05/07	04/24/12
(11)	11-MANHATTAN ASSOCS INC	P	03/05/08	11/08/12
(12)	1-MANHATTAN ASSOCS INC	P	03/05/08	04/24/12
(13)	23-MONRO MUFFLER BRAKE INC	P	12/16/10	04/24/12
(14)	9-MOOG INC CL A	P	03/28/11	04/24/12
(15)	6-MORNINGSTAR INC	P	09/05/07	04/24/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	310		129	181
(2)	262		106	156
(3)	315		127	188
(4)	1,633		597	1,036
(5)	382		153	229
(6)	566		345	221
(7)	38		18	20
(8)	955		418	537
(9)	691		245	446
(10)	458		288	170
(11)	637		249	388
(12)	46		23	23
(13)	922		804	118
(14)	365		403	-38
(15)	374		383	-9

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				181
(2)				156
(3)				188
(4)				1,036
(5)				229
(6)				221
(7)				20
(8)				537
(9)				446
(10)				170
(11)				388
(12)				23
(13)				118
(14)				-38
(15)				-9

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	52-OWENS & MINOR INC	P	09/05/07	08/07/12
(2)	30-OWENS & MINOR INC	P	02/26/10	08/07/12
(3)	29-PEETS COFFEE & TEA INC	P	01/30/08	10/30/12
(4)	1-PEETS COFFEE & TEA INC	P	01/30/08	05/07/12
(5)	7-PEETS COFFEE & TEA INC	P	08/17/09	05/07/12
(6)	8-PEETS COFFEE & TEA INC	P	08/17/09	04/24/12
(7)	15-ROFIN SINAR TECHNOLOGIES	P	09/01/09	05/07/12
(8)	25-ROFIN SINAR TECHNOLOGIES	P	09/01/09	05/21/12
(9)	5-ROFIN SINAR TECHNOLOGIES INC	P	04/27/12	05/21/12
(10)	30-ROFIN SINAR TECHNOLOGIES INC	P	01/06/10	05/24/12
(11)	7-SALLY BEAUTY HLDGS INC	P	09/05/07	09/05/12
(12)	11-SALLY BEAUTY HLDGS INC	P	03/24/11	04/24/12
(13)	39-SALLY BEAUTY HLDGS INC	P	03/24/11	09/05/12
(14)	10-SALLY BEAUTY HLDGS INC	P	10/27/10	09/05/12
(15)	5-SALLY BEAUTY HLDGS INC	P	08/19/11	09/05/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	1,455		1,393	62
(2)	840		923	-83
(3)	2,132		687	1,445
(4)	63		24	39
(5)	442		193	249
(6)	586		221	365
(7)	304		363	-59
(8)	516		606	-90
(9)	103		123	-20
(10)	619		721	-102
(11)	193		60	133
(12)	279		150	129
(13)	1,075		532	543
(14)	276		124	152
(15)	138		83	55

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				62
(2)				-83
(3)				1,445
(4)				39
(5)				249
(6)				365
(7)				-59
(8)				-90
(9)				-20
(10)				-102
(11)				133
(12)				129
(13)				543
(14)				152
(15)				55

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	14-SIMPSON MFG INC	P	09/05/07	04/24/12
(2)	51-SIMPSON MFG INC	P	09/05/07	05/07/12
(3)	5-UNIVERSAL HEALTH RLTY INCOME TR	P	08/30/07	04/24/12
(4)	12-WOLVERINE WORLD WIDE INC	P	07/19/10	09/06/12
(5)	2-WOLVERINE WORLD WIDE INC	P	07/19/10	09/05/12
(6)	6-WOLVERINE WORLD WIDE INC	P	07/19/10	04/24/12
(7)	8-WEX formelry Wright Express	P	08/09/11	04/24/12
(8)	0-TETRA TECHNOLOGIES INC	P	08/06/12	08/06/12
(9)	0-AMBASSADORS GROUP INC	P	09/06/12	09/05/12
(10)	9-3M Co	P	08/24/07	12/04/12
(11)	25-3M Co	P	08/24/07	08/23/12
(12)	18-ABBOTT LABORATORIES	P	08/26/11	12/04/12
(13)	35-ABBOTT LABORATORIES	P	08/26/11	10/04/12
(14)	44-ALLSTATE CORP	P	03/27/09	12/04/12
(15)	49-ALLSTATE CORP	P	03/27/09	08/09/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	431		460	-29
(2)	1,506		1,675	-169
(3)	193		157	36
(4)	516		322	194
(5)	95		54	41
(6)	215		161	54
(7)	492		376	116
(8)	37			37
(9)	235			235
(10)	816		799	17
(11)	2,299		2,219	80
(12)	1,170		903	267
(13)	2,478		1,756	722
(14)	1,791		892	899
(15)	1,862		993	869

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-29
(2)				-169
(3)				36
(4)				194
(5)				41
(6)				54
(7)				116
(8)				37
(9)				235
(10)				17
(11)				80
(12)				267
(13)				722
(14)				899
(15)				869

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	51-APPLIED MATERIALS INC.	P	09/03/10	12/04/12
(2)	29-AT&T INC	P	08/24/07	12/04/12
(3)	55-AT&T INC	P	08/24/07	08/23/12
(4)	62-AT&T INC	P	08/24/07	08/09/12
(5)	11-AT&T INC	P	02/05/10	12/04/12
(6)	41-Baker Hughes Inc	P	08/14/09	12/04/12
(7)	70-BANK NEW YORK MELLON CORP	P	10/15/08	12/04/12
(8)	11-BLACKROCK INC	P	06/18/10	01/26/12
(9)	9-BLACKROCK INC	P	06/17/10	12/04/12
(10)	13-BOEING CO COM	P	08/15/08	12/04/12
(11)	17-BOEING CO COM	P	08/15/08	06/22/12
(12)	34-BP P L C	P	07/24/12	12/04/12
(13)	19-Chevron Corp	P	03/12/09	12/04/12
(14)	90-CISCO SYSTEMS INC	P	07/20/12	12/04/12
(15)	25-CME GROUP INC	P	09/08/11	12/04/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	548		538	10
(2)	983		1,128	-145
(3)	2,007		2,139	-132
(4)	2,299		2,412	-113
(5)	373		279	94
(6)	1,761		1,506	255
(7)	1,695		1,869	-174
(8)	2,054		1,754	300
(9)	1,761		1,435	326
(10)	963		857	106
(11)	1,217		1,121	96
(12)	1,402		1,424	-22
(13)	2,011		1,125	886
(14)	1,713		1,456	257
(15)	1,383		1,290	93

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				10
(2)				-145
(3)				-132
(4)				-113
(5)				94
(6)				255
(7)				-174
(8)				300
(9)				326
(10)				106
(11)				96
(12)				-22
(13)				886
(14)				257
(15)				93

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	17-COACH INC	P	08/07/12	12/04/12
(2)	65-COCA COLA CO	P	10/16/08	07/17/12
(3)	5-Dow Chemical	P	08/24/07	12/04/12
(4)	25-Dow Chemical	P	08/24/07	01/26/12
(5)	25-Dow Chemical	P	09/28/07	12/04/12
(6)	10-Dow Chemical	P	08/07/09	12/04/12
(7)	15-ENERGIZER HLDGS INC	P	06/13/12	12/04/12
(8)	23-ENERGIZER HLDGS INC	P	06/13/12	12/04/12
(9)	19-ENSCO PLC SPON ADR	P	07/02/10	12/04/12
(10)	28-EXXON MOBIL CORP	P	02/27/09	12/04/12
(11)	30-FREEPORT-MCMORAN COPPER & GOLD IN	P	12/08/11	12/04/12
(12)	30-General Electric Co	P	11/28/08	12/04/12
(13)	45-General Electric Co	P	11/28/08	06/22/12
(14)	48-General Electric Co	P	03/27/09	12/04/12
(15)	16-GOLDMAN SACHS GROUP INC	P	12/19/08	12/04/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	1,006		847	159
(2)	5,055		3,026	2,029
(3)	150		209	-59
(4)	834		1,044	-210
(5)	750		1,092	-342
(6)	300		229	71
(7)	1,183		1,108	75
(8)	1,826		1,699	127
(9)	1,084		721	363
(10)	2,468		2,001	467
(11)	1,179		1,205	-26
(12)	634		462	172
(13)	885		694	191
(14)	1,014		517	497
(15)	1,910		1,109	801

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				159
(2)				2,029
(3)				-59
(4)				-210
(5)				-342
(6)				71
(7)				75
(8)				127
(9)				363
(10)				467
(11)				-26
(12)				172
(13)				191
(14)				497
(15)				801

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	59-HEWLETT PACKARD CO	P	04/27/12	12/04/12
(2)	65-INTEL CORP	P	01/23/08	12/04/12
(3)	65-INTEL CORP	P	01/23/08	04/24/12
(4)	82-INVESCO LTD	P	02/03/10	12/04/12
(5)	16-Johnson & Johnson	P	08/24/07	06/22/12
(6)	23-Johnson & Johnson	P	08/24/07	12/04/12
(7)	43-JOHNSON CONTROLS INC.	P	12/08/11	12/04/12
(8)	46-JPMORGAN CHASE & CO	P	03/24/11	12/04/12
(9)	0.33-Kraft Foods	P	08/24/07	10/02/12
(10)	38-Kraft Foods	P	08/24/07	11/15/12
(11)	110-MASCO CORP.	P	01/11/11	07/17/12
(12)	25-MASCO CORP.	P	10/14/10	02/10/12
(13)	45-MASCO CORP.	P	10/14/10	01/27/12
(14)	45-MASCO CORP.	P	10/14/10	07/17/12
(15)	135-MASCO CORP.	P	10/14/10	02/10/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	758		1,440	-682
(2)	1,271		1,304	-33
(3)	1,780		1,304	476
(4)	2,061		1,586	475
(5)	1,066		988	78
(6)	1,594		1,420	174
(7)	1,187		1,403	-216
(8)	1,897		2,109	-212
(9)	15		11	4
(10)	1,665		1,268	397
(11)	1,490		1,491	-1
(12)	317		301	16
(13)	550		542	8
(14)	610		542	68
(15)	1,710		1,627	83

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				-682
(2)				-33
(3)				476
(4)				475
(5)				78
(6)				174
(7)				-216
(8)				-212
(9)				4
(10)				397
(11)				-1
(12)				16
(13)				8
(14)				68
(15)				83

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	210-MASCO CORP.	P	10/14/10	01/26/12
(2)	15-Medtronic Inc	P	05/01/09	01/26/12
(3)	35-Medtronic Inc	P	05/01/09	01/26/12
(4)	39-Medtronic Inc	P	05/01/09	12/04/12
(5)	18-MERCK & CO INC NEW	P	10/22/10	06/27/12
(6)	31-MERCK & CO INC NEW	P	10/22/10	12/04/12
(7)	35-MERCK & CO INC NEW	P	10/22/10	10/04/12
(8)	55-Metlife Inc	P	04/22/09	12/04/12
(9)	53-MICROSOFT CORP	P	11/19/08	12/04/12
(10)	80-MICROSOFT CORP	P	11/19/08	04/24/12
(11)	115-Modelez formerly Kraft Foods	P	08/24/07	11/15/12
(12)	70-New York Commnuity Bancorp	P	03/27/09	12/04/12
(13)	48-New York Commnuity Bancorp	P	08/11/09	12/04/12
(14)	120-NEWELL RUBBERMAID INC	P	06/29/11	01/26/12
(15)	125-NEWELL RUBBERMAID INC	P	06/29/11	12/04/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	2,568		2,532	36
(2)	589		458	131
(3)	1,374		1,073	301
(4)	1,645		1,190	455
(5)	723		664	59
(6)	1,385		1,144	241
(7)	1,613		1,291	322
(8)	1,834		1,528	306
(9)	1,425		1,069	356
(10)	2,561		1,613	948
(11)	2,883		2,366	517
(12)	899		797	102
(13)	616		534	82
(14)	2,077		1,884	193
(15)	2,712		1,962	750

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				36
(2)				131
(3)				301
(4)				455
(5)				59
(6)				241
(7)				322
(8)				306
(9)				356
(10)				948
(11)				517
(12)				102
(13)				82
(14)				193
(15)				750

Form 990-PF

Capital Gains and Losses for Tax on Investment Income

2012

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

Name

THE WILLIAMS FAMILY FUND

Employer Identification Number

38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	12-NEWMONT MINING CORP	P	01/24/12	12/04/12
(2)	11-OCCIDENTAL PETROLEUM CORP	P	07/24/12	12/04/12
(3)	23-Omnicom Group Inc	P	05/07/09	12/04/12
(4)	12-PEPSICO INC	P	07/02/08	12/04/12
(5)	22-PEPSICO INC	P	07/02/08	06/22/12
(6)	85-Pfizer Inc	P	03/03/06	12/04/12
(7)	12-PHILIP MORRIS INTL INC	P	10/15/08	12/04/12
(8)	13-PNC FINANCIAL SERVICES GROUP	P	11/20/12	12/04/12
(9)	36-PRUDENTIAL FINL INC	P	11/24/10	12/04/12
(10)	20-QUALCOMM INC	P	03/08/10	12/04/12
(11)	200-Sanofi-Aventis Spon Adr	P	09/07/07	07/19/12
(12)	10-SIEMENS AG	P	03/26/12	12/04/12
(13)	8-SIEMENS AG	P	03/27/12	12/04/12
(14)	20-ST JUDE MED INC	P	09/13/12	12/04/12
(15)	390-STAPLES INC	P	03/16/11	01/13/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	563		715	-152
(2)	837		956	-119
(3)	1,133		736	397
(4)	845		774	71
(5)	1,511		1,419	92
(6)	2,111		2,244	-133
(7)	1,085		527	558
(8)	721		710	11
(9)	1,871		1,930	-59
(10)	1,270		774	496
(11)	7,715		8,190	-475
(12)	1,025		1,037	-12
(13)	820		816	4
(14)	674		785	-111
(15)	5,792		7,871	-2,079

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				-152
(2)				-119
(3)				397
(4)				71
(5)				92
(6)				-133
(7)				558
(8)				11
(9)				-59
(10)				496
(11)				-475
(12)				-12
(13)				4
(14)				-111
(15)				-2,079

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	100-STAPLES INC	P	04/28/11	01/13/12
(2)	23-TARGET CORP	P	01/19/12	12/04/12
(3)	28-TARGET CORP	P	01/19/12	08/30/12
(4)	38-TEVA PHARMACEUTICAL INDS	P	12/30/11	12/04/12
(5)	63-VODAFONE GROUP PLC	P	06/30/11	12/04/12
(6)	60-WAL-MART STORES INC.	P	06/02/10	07/17/12
(7)	80-WAL-MART STORES INC.	P	06/02/10	08/01/12
(8)	61-WELLS FARGO & CO	P	03/17/08	12/04/12
(9)	CREDIT SUISSE GROUP SPONS AD	P	11/23/12	11/23/12
(10)	4591.837-Blackrock Glob Alloc	P	10/29/09	10/12/12
(11)	9319.664-Calmos Global G & I	P	12/15/10	10/12/12
(12)	1175.917-Calmos Global G & I	P	12/13/11	10/12/12
(13)	2366.864-Ivy Fds Assets Srategy	P	02/23/09	10/12/12
(14)	8880.995-Pimco Global Multi Asset	P	10/28/09	10/12/12
(15)	62.081-Pimco Global Multi Asset	P	12/11/09	10/12/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	1,485		2,060	-575
(2)	1,441		1,145	296
(3)	1,795		1,394	401
(4)	1,527		1,589	-62
(5)	1,617		1,672	-55
(6)	4,378		3,029	1,349
(7)	5,930		4,038	1,892
(8)	2,028		1,817	211
(9)	89			89
(10)	90,000		80,036	9,964
(11)	103,169		100,000	3,169
(12)	13,017		12,500	517
(13)	60,000		43,006	16,994
(14)	102,753		100,000	2,753
(15)	718		710	8

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-575
(2)				296
(3)				401
(4)				-62
(5)				-55
(6)				1,349
(7)				1,892
(8)				211
(9)				89
(10)				9,964
(11)				3,169
(12)				517
(13)				16,994
(14)				2,753
(15)				8

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	43.986-Pimco Global Multi Asset	P	12/11/09	10/12/12
(2)	379.146-Pimco Global Multi Asset	P	01/04/10	10/12/12
(3)	37.773-Pimco Global Multi Asset	P	06/21/10	10/12/12
(4)	102.703-Pimco Global Multi Asset	P	09/20/10	10/12/12
(5)	130.767-Pimco Global Multi Asset	P	12/10/10	10/12/12
(6)	47.794-Pimco Global Multi Asset	P	12/10/10	10/12/12
(7)	249.143-Pimco Global Multi Asset	P	01/04/11	10/12/12
(8)	27.906-Pimco Global Multi Asset	P	03/21/11	10/12/12
(9)	61.675-Pimco Global Multi Asset	P	06/20/11	10/12/12
(10)	67.134-Pimco Global Multi Asset	P	09/19/11	10/12/12
(11)	92.014-Pimco Global Multi Asset	P	12/09/11	10/12/12
(12)	52.534-Pimco Global Multi Asset	P	12/09/11	10/12/12
(13)	389.108-Pimco Global Multi Asset	P	12/30/11	10/12/12
(14)	30.254-Pimco Global Multi Asset	P	09/21/12	10/12/12
(15)	CAPITAL GAINS DISTRIBUTIONS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	509		503	6
(2)	4,387		4,167	220
(3)	437		414	23
(4)	1,188		1,174	14
(5)	1,513		1,529	-16
(6)	553		559	-6
(7)	2,883		2,898	-15
(8)	323		327	-4
(9)	714		733	-19
(10)	777		781	-4
(11)	1,065		1,050	15
(12)	608		599	9
(13)	4,502		4,156	346
(14)	350		352	-2
(15)	60,295			60,295

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				6
(2)				220
(3)				23
(4)				14
(5)				-16
(6)				-6
(7)				-15
(8)				-4
(9)				-19
(10)				-4
(11)				15
(12)				9
(13)				346
(14)				-2
(15)				60,295

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
STRENGTH CAPITAL	$ 3,461	$	$
STRENGTH CAPITAL II	22,533		
UBS QUARANGLE	-5,595		
Total	$ 20,399	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Williams, Williams, Rattner & 380 N Old Woodward Ave Ste 300 Birmingham, MI 48009	$ 10,000	$	$	$
Total	$ 10,000	$ 0	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MARGARET I TANGHE CPA 2064 KRISTIN TROY, MI 48084	$ 5,085	$	$	$
Total	$ 5,085	$ 0	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX ON INVESTMENT INCOME	$ 3,803	$	$	$
OTHER TAXES	20			
UNRTELATED BUSINESS TAX	4,405			
Total	$ 8,228	$ 0	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
INVESTMENT MANAGEMENT FEES	16,192	16,192		
INVESTMENT MANAGEMENT FEES (K	5,075	5,075		
OTHER K-1 ITEMS	31,489	31,489		
OFFICE	449	449		
Total	$ 53,205	$ 53,205	$ 0	$ 0

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3M Co-36 SHS	$	$ 3,195	Cost	$ 3,343
3M Co-70 SHS	6,212		Cost	
AAON INC-112 SHS	1,855		Cost	
AAON INC-134 SHS		2,254	Cost	2,797
AARON RENTS INC CL B-123		1,803	Cost	3,478
AARON RENTS INC CL B-157 SHS	2,191		Cost	
ABBOTT LABORATORIES-135 SHS	6,775		Cost	
ABBOTT LABORATORIES-189 SHS		9,146	Cost	11,201
ABBOTT LABORATORIES-95 SHS	5,251		Cost	
ACCENTURE PLC-48 SHS		2,041	Cost	3,192
ACCENTURE PLC-55 SHS	2,338		Cost	
ACME PACKET INC-65 SHS	3,718		Cost	
ACTUANT CORP CL A-105 SHS	2,817		Cost	
ACTUANT CORP-108 SHS		2,888	Cost	3,014
ACUITY BRANDS INC-76 SHS		3,172	Cost	5,147
ACUITY BRANDS INC-90 SHS	3,772		Cost	
ADVISORY BRD CO-38 SHS		441	Cost	1,778
ADVISORY BRD CO-60 SHS	1,750		Cost	
AFFILIATED MANAGERS GROUP INC-31	1,887		Cost	
AFFILIATED MANAGERS GROUP INC-31 SHS		1,964	Cost	4,035
AGRIUM INC-23 SHS		2,418	Cost	2,298
AIR PRODUCTS & CHEMICALS INC.-38 S	3,138		Cost	
AKZO NOBEL N V SPONSORED ADR-100 SHS	5,532		Cost	
AKZO NOBEL N V SPONSORED ADR-256 SHS		4,688	Cost	5,760
ALCATEL-LUCENT-1071 SHS		1,663	Cost	1,489
ALCATEL-LUCENT-2100 SHS	5,333		Cost	
ALEXION PHARMACEUTICALS INC-59 SHS		2,346	Cost	5,535
ALEXION PHARMACEUTICALS INC-69 SHS	1,776		Cost	
ALLERGAN INC-35 SHS	2,771		Cost	
ALLERGAN INC-81 SHS		3,774	Cost	4,128
ALLSTATE CORP-192 SHS		4,353	Cost	7,713
ALLSTATE CORP-285 SHS	6,238		Cost	
AMAZON COM INC-32 SHS		3,973	Cost	8,036
AMAZON COM INC-50 SHS	6,243		Cost	
AMERICAN EXPRESS CO.-106 SHS		4,500	Cost	6,093
AMERICAN EXPRESS CO.-125 SHS	5,383		Cost	
AMERICAN TOWER CORP-59 SHS		3,015	Cost	4,559

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMERICAN TOWER CORP-70 SHS	$ 3,579	$	Cost	$
ANHEUSER BUSCH INBEV SA SPON-61 SHS		3,109	Cost	5,332
ANHEUSER BUSCH INBEV SA/NV SPON-65	3,312		Cost	
APACHE CORP.-50 SHS	5,375		Cost	
APPLE INC-51 SHS		13,126	Cost	27,185
APPLE INC-57 SHS	12,063		Cost	
APPLIED MATERIALS INC.-364 SHS		3,843	Cost	4,164
APPLIED MATERIALS INC.-415 SHS	4,381		Cost	
APTARGROUP INC-100 SHS	3,632		Cost	
APTARGROUP INC-102 SHS		3,732	Cost	4,867
ARKEMA SPONSORED ADR-53 SHS		4,062	Cost	5,728
ARM HLDS PLC SPONSORED-145	3,920		Cost	
AT&T INC-174 SHS		4,513	Cost	5,866
AT&T INC-331 SHS	10,471		Cost	
AUTODESK INC.-85 SHS	2,536		Cost	
AUTOLIV INC-41 SHS		2,335	Cost	2,763
BAIDU INC SPONSORED ADR-21 SHS		2,415	Cost	2,106
BAKER HUGHES INC-189 SHS		9,197	Cost	7,719
BAKER HUGHES INC.-145 SHS	6,386		Cost	
BALCHEM CORP-70 SHS		1,211	Cost	2,548
BALCHEM CORP-97 SHS	1,679		Cost	
BANK N S HALIFAX-58 SHS		3,043	Cost	3,357
BANK NEW YORK MELLON CORP-230 SHS		6,084	Cost	5,911
BANK NEW YORK MELLON CORP-300 SHS	7,953		Cost	
BASF AKTIENGESELLSCHAFT-43 SHS		2,846	Cost	4,085
BASF AKTIENGESELLSCHAFT-50 SHS	3,285		Cost	
BAYTEX ENERGY CORP-85 SHS	4,829		Cost	
BEACON ROOFING SUPPLY INC-88 SHS		2,514	Cost	2,929
BG PLC ADR-184 SHS		3,333	Cost	3,075
BG PLC ADR-52 SHS	5,139		Cost	
BHP BILLITON LTD SPONSORED ADR-64 SH		4,209	Cost	4,504
BHP BILLITON LTD SPONSORED ADR-65 SH	4,336		Cost	
BHP BILLITON LTD SPONSORED-35 SHS	2,824		Cost	
BIO RAD LABS INC CL A-60 SHS	5,110		Cost	
BIO RAD LABS INC-105.5 SHS		5,855	Cost	7,038
BIOGEN IDEC INC-37 SHS	3,814		Cost	
BIOGEN IDEC INC-38 SHS		4,150	Cost	5,573

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BIOMARIN PHARMACEUTICAL INC-45 SHS	$	$ 1,801	Cost	$ 2,216
BIRMINGHAM BLOOMFIELD BANC-5000 SHS	50,000	50,000	Cost	23,000
BLACKBAUD INC-190 SHS	2,580		Cost	
BLACKBAUD INC-215 SHS		3,360	Cost	4,908
BLACKROCK INC-37 SHS		6,113	Cost	7,648
BLACKROCK INC-57 SHS	9,302		Cost	
BOEING CO COM-160 SHS	7,433		Cost	
BOEING CO-177 SHS		8,314	Cost	13,339
BOEING CO-60 SHS	3,673		Cost	
BP P L C-158 SHS		6,662	Cost	6,579
BRADY CORP CL A-110 SHS	3,951		Cost	
BRAMBLES LTD ADR-206 SHS		3,185	Cost	3,212
BRIDGESTONE CORP ADR-45 SHS	2,510		Cost	
BRISTOL MYERS SQUIBB CO-77 SHS		2,608	Cost	2,509
BUNZL PLC SPONSORED ADR-73 SHS		4,177	Cost	6,023
BUNZL PLC SPONSORED ADR-90 SHS	5,229		Cost	
CAIRN ENERGY PLC ADR-251 SHS		2,289	Cost	2,161
CANON INC ADR-85 SHS		3,627	Cost	3,333
CANON INC ADR-90 SHS	3,840		Cost	
CARLISLE COMPANIES INC-75 SHS	2,514		Cost	
CARLISLE COMPANIES-67 SHS		1,542	Cost	3,937
CASEYS GEN STORES INC-50 SHS	1,752		Cost	
CASEYS GEN STORES INC-58 SHS		2,870	Cost	3,080
CELGENE CORP-85 SHS		5,450	Cost	6,691
CELGENE CORP-85 SHS	5,041		Cost	
CENOVUS ENERGY INC-100 SHS	3,432		Cost	
CENOVUS ENERGY INC-89 SHS		3,021	Cost	2,985
CERNER CORP-38 SHS		1,676	Cost	2,950
CERNER CORP-82 SHS	3,617		Cost	
CHECK PT SOFTWARE TECHNOLOGIES-116 S		5,283	Cost	5,526
CHEVRON CORP-108 SHS	7,705		Cost	
CHEVRON CORPORATION-89 SHS		6,580	Cost	9,624
CHINA MOBILE LTD-100 SHS	4,897		Cost	
CHINA MOBILE LTD-76 SHS		3,722	Cost	4,463
CHIPOTLE MEXICAN GRILL INC-6 SHS		1,490	Cost	1,785
CHOICE HOTELS INTL INC-105 SHS	2,574	2,574	Cost	3,530
CIELO S A SPONSORED ADR-93 SHS		2,473	Cost	2,683

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CISCO SYSTEMS INC-390 SHS	$	$ 6,308	Cost	$ 7,664
CITRIX SYS INC-86 SHS		4,303	Cost	5,655
CITRIX SYS INC-97 SHS	4,395		Cost	
CITY NATIONAL CORP.-40 SHS	1,768		Cost	
CITY NATIONAL CORP.-75 SHS		3,554	Cost	3,714
CLARCOR INC-102 SHS		3,998	Cost	4,874
CLARCOR INC-85 SHS	3,165		Cost	
CME GROUP INC-110 SHS		5,797	Cost	5,578
CME GROUP INC-27 SHS	7,086		Cost	
CNOOC LTD-16 SHS		3,176	Cost	3,520
COACH INC-118 SHS		5,931	Cost	6,550
COACH INC-61 SHS	3,854		Cost	
COCA COLA CO-65 SHS	3,026		Cost	
COGNIZANT TECH SOLUTIONS CORP-46 SHS		2,886	Cost	3,406
COGNIZANT TECHNOLOGY SOLUTIONS CORP	5,373		Cost	
COLUMBIA SPORTSWEAR CO-40 SHS	1,585		Cost	
COLUMBIA SPORTSWEAR CO-67 SHS		2,924	Cost	3,575
CORUS ENTMT INC CL B-155 SHS		2,826	Cost	3,844
CORUS ENTMT INC CL B-170 SHS	3,101		Cost	
COSTCO WHOLESALE CORP-50 SHS		3,144	Cost	4,939
COSTCO WHOLESALE CORP-50 SHS	2,958		Cost	
COVIDIEN-67 SHS		3,271	Cost	3,869
COVIDIEN-85 SHS	4,150		Cost	
CREDIT SUISSE GROUP SPONSORED-190	7,802		Cost	
CREDIT SUISSE GROUP SPONSORED-80 SHS		2,646	Cost	1,965
CSL LTD ADR-189 SHS		3,177	Cost	5,288
CSL LTD ADR-275 SHS	4,684		Cost	
CUMMINS INC-33 SHS		1,737	Cost	3,576
CUMMINS INC-64 SHS	4,240		Cost	
DAKTRONICS INC-267 SHS	2,306		Cost	
DANAHER CORP.-105 SHS		4,024	Cost	5,870
DANAHER CORP.-150 SHS	6,089		Cost	
DECKERS OUTDOOR CORP-34 SHS	2,792		Cost	
DEERE & CO.-37 SHS		2,323	Cost	3,198
DEERE & CO.-80 SHS	5,125		Cost	
DEUTSCHE BOERSE ADR-613 SHS		4,093	Cost	3,734
DEUTSCHE TELEKOM AG-325 SHS		5,272	Cost	3,693

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DEUTSCHE TELEKOM AG-360 SHS	$ 5,852	$	Cost	$
DIAGEO PLC SPONSORED ADR-45 SHS	3,070		Cost	
DICKS SPORTING GOODS INC-115 SHS	4,298		Cost	
DICKS SPORTING GOODS INC-47 SHS		1,653	Cost	2,138
DIGITAL RLTY TR INC-52 SHS		3,529	Cost	3,530
DIRECTV-68 SHS		3,182	Cost	3,411
DIRECTV-85 SHS	4,035		Cost	
DOLLAR TREE INC-44 SHS		1,711	Cost	1,785
DOLLAR TREE INC-45 SHS	3,520		Cost	
DORMAN PRODS INC-126 SHS		2,489	Cost	4,453
DORMAN PRODS INC-60	2,315		Cost	
DOW CHEMICAL-180 SHS		4,126	Cost	5,818
DOW CHEMICAL-245 SHS	6,701		Cost	
DRIL-QUIP INC-90 SHS	1,994		Cost	
DRIL-QUIP INC-95 SHS		2,384	Cost	6,940
DUPONT E I DE NEMOURS & CO-120 SHS		5,557	Cost	5,396
DU PONT E I DE NEMOURS & CO-90 SHS	3,708		Cost	
ECOPETROL S A SPONSORED ADS-62 SHS		3,566	Cost	3,700
EDWARDS LIFESCIENCES CORP-33 SHS		2,869	Cost	2,976
EMC CORP-236 SHS		4,484	Cost	5,971
EMC CORP-280 SHS	5,304		Cost	
ENERGIZER HLDGS INC-85 SHS		5,819	Cost	6,798
ENSCO PLC SPON ADR-136 SHS		5,158	Cost	8,062
ENSCO PLC SPON ADR-155 SHS	5,879		Cost	
ERICSSON L M TEL CO ADR-440 SHS	5,145		Cost	
ERICSSON-488 SHS		5,527	Cost	4,929
ESTEE LAUDER COMPANIES INC-30 SHS	2,730		Cost	
ESTEE LAUDER COMPANIES INC-77 SHS		3,742	Cost	4,609
EXPERIAN PLC-326 SHS		3,175	Cost	5,236
EXPERIAN PLC-605 SHS	5,893		Cost	
EXPONENT INC-90 SHS	2,600		Cost	
EXPONENT INC-99 SHS		3,020	Cost	5,527
EXPRESS SCRIPTS HLDG CO-75 SHS		4,117	Cost	4,050
EXXON MOBIL CORP-112 SHS		7,666	Cost	9,694
EXXON MOBIL CORP-140	9,667		Cost	
EXXON MOBIL CORP-85 SHS	4,784		Cost	
F5 NETWORKS INC-22 SHS	2,207		Cost	

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
F5 NETWORKS INC-56 SHS	$	$ 5,910	Cost	$ 5,440
FAIR ISAAC CORPORATION-125 SHS		2,634	Cost	5,254
FAIR ISAAC CORPORATION-145 SHS	3,217		Cost	
FANUC CORPORATION-151 SHS		4,384	Cost	4,692
FOREST CITY ENTERPRISES INC CL A-203		1,435	Cost	3,278
FOREST CITY ENTERPRISES INC CL A-205	1,006		Cost	
FORWARD AIR CORP-130 SHS	4,302		Cost	
FORWARD AIR CORP-139 SHS		4,613	Cost	4,866
FREEPORT-MCMORAN COPPER & GOLD INC-1		4,265	Cost	4,001
FREEPORT-MCMORAN COPPER & GOLD INC-5	2,368		Cost	
FREEPORT-MCMORAN COPPER & GOLD INC-9	3,616		Cost	
FRESENIUS MEDICAL CARE AG AND CO.KGA	5,485		Cost	
FRESENIUS MEDICAL CARE AG AND CO.KGA		2,544	Cost	3,293
GAFISA S A SPONSORED ADR-260 SHS	3,432		Cost	
GENERAL ELECTRIC CO-387 SHS		4,164	Cost	8,123
GENERAL ELECTRIC-510 SHS	5,837		Cost	
GILEAD SCIENCES INC-23 SHS		1,661	Cost	1,689
GIVAUDAN SA ADR-313 SHS		5,528	Cost	6,586
GIVAUDAN SA ADR-345 SHS	6,193		Cost	
GOLDCORP INC-135 SHS	6,345		Cost	
GOLDMAN SACHS GROUP INC-70 SHS	7,095		Cost	
GOLDMAN SACHS GROUP INC-73 SHS		7,765	Cost	9,312
GOOGLE INC CL A-21 SHS	12,236		Cost	
GOOGLE INC-22 SHS		12,879	Cost	15,606
GRACO INC-85 SHS	2,516		Cost	
GRACO INC-87 SHS		2,603	Cost	4,480
GRAINGER W. W. INC.-16 SHS		2,953	Cost	3,238
GRAINGER W. W. INC.-16 SHS	2,776		Cost	
GREEN MTN COFFEE ROASTERS-29 SHS	971		Cost	
HALLIBURTON CO-55 SHS	2,545		Cost	
HARRIS TEETER SUPERMARKETS INC-55 SH		1,799	Cost	2,121
HCC INS HLDGS INC-103 SHS		2,325	Cost	3,833
HCC INS HLDGS INC-90 SHS	1,919		Cost	
HEICO CORP-101 SHS		3,175	Cost	3,230
HENRY JACK & ASSOC INC-165 SHS	4,226		Cost	
HENRY JACK & ASSOC INC-190 SHS		5,085	Cost	7,459
HEWLETT PACKARD CO-266 SHS		6,493	Cost	3,791

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
HIBBETT SPORTS INC-65 SHS	$	$ 1,197	Cost	$ 3,426
HIBBETT SPORTS INC-85 SHS	1,821		Cost	
HITTITE MICROWAVE CORP-35 SHS	1,944		Cost	
HITTITE MICROWAVE CORP-46 SHS		2,488	Cost	2,857
HOME DEPOT INC-74 SHS		3,429	Cost	4,577
IBERIABANK CORP-40 SHS	2,381		Cost	
IBERIABANK CORP-77 SHS		4,206	Cost	3,782
ICAP PLC SPONSORED ADR-368 SHS		4,431	Cost	3,776
II-VI INC-100 SHS	2,126		Cost	
II-VI INC-162 SHS		3,456	Cost	2,960
IND & COMM BK-343 SHS		4,783	Cost	4,868
INFORMA PLC-320 SHS		3,797	Cost	4,671
INFORMA PLC-365 SHS	4,334		Cost	
INFORMATICA CORP-50 SHS	2,188		Cost	
INTEL CORP-295 SHS		5,743	Cost	6,086
INTEL CORP-425 SHS	8,351		Cost	
INTERCONTINENTALEXCHANGE INC-26 SHS		2,722	Cost	3,219
INTERCONTINENTALEXCHANGE INC-33 SHS	3,457		Cost	
INTERNATIONAL BUSINESS MACHS CORP-32		4,254	Cost	6,130
INTERNATIONAL BUSINESS MACHS CORP-39	5,185		Cost	
INTUITIVE SURGICAL INC-15 SHS		5,058	Cost	7,356
INTUITIVE SURGICAL INC-18 SHS	5,692		Cost	
INVESCO LTD-328 SHS		6,521	Cost	8,558
INVESCO LTD-410 SHS	8,107		Cost	
J & J SNACK FOODS CORP-53 SHS		2,363	Cost	3,389
J & J SNACK FOODS CORP-55 SHS	2,450		Cost	
JOHNSON & JOHNSON-109 SHS		7,154	Cost	7,641
JOHNSON & JOHNSON-115 SHS	7,271		Cost	
JOHNSON CONTROLS INC.-110 SHS	3,588		Cost	
JOHNSON CONTROLS INC.-194 SHS		5,383	Cost	5,956
JOHNSON CONTROLS INC.-230 SHS	6,871		Cost	
JPMORGAN CHASE & CO-214 SHS		9,446	Cost	9,410
JPMORGAN CHASE & CO-260 SHS	11,555		Cost	
JUPITER TELECOMMUNICATION CO LTD ADR	8,178		Cost	
JUPITER TELECOMMUNICATION CO-805 SHS		7,844	Cost	10,046
KANSAS CITY SOUTHN-104 SHS	3,996		Cost	
KANSAS CITY SOUTHN-75 SHS		2,641	Cost	6,261

JAMFOUND THE WILLIAMS FAMILY FUND
38-2837463
FYE: 12/31/2012

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
KAO CORP-90 SHS	$ 2,173	$	Cost	$
KDDI CORP ADR-370 SHS	5,221		Cost	
KIRBY CORP-141 SHS		4,866	Cost	8,726
KIRBY CORP-145 SHS	4,416		Cost	
KNIGHT TRANSN INC-135 SHS	2,711		Cost	
KNIGHT TRANSN INC-228 SHS		4,251	Cost	3,336
KONINKLIJKE AHOLD NV SPONSORED ADR-4	6,321		Cost	
KONINKLIJKE AHOLD NV SPONSORED ADR-4		5,931	Cost	5,998
Kraft Foods-115 SHS	3,644		Cost	
L OREAL CO ADR-155 SHS	3,184		Cost	
L OREAL CO ADR-189 SHS		4,099	Cost	5,288
LANDAUER INC-30 SHS	1,531		Cost	
LANDAUER INC-45 SHS		2,309	Cost	2,754
LI & FUNG LTD ADR-956 SHS		3,314	Cost	3,375
LINDE AG-SPONSORED ADR-381 SHS		4,725	Cost	6,631
LINDE AG-SPONSORED ADR-420 SHS	5,305		Cost	
LIQUIDITY SVCS INC-128 SHS	2,847		Cost	
LIQUIDITY SVCS INC-71 SHS		1,497	Cost	2,901
LKQ CORP-230 SHS	3,429		Cost	
LKQ CORP-240 SHS		1,653	Cost	5,064
LULULEMON ATHLETICA INC-80 SHS	3,643		Cost	
LVMH MOET HENNESSY LOUIS VUITTON ADR	4,267		Cost	
MANHATTAN ASSOCS INC-110 SHS		2,244	Cost	6,637
MANHATTAN ASSOCS INC-125 SHS	2,435		Cost	
MASCO CORP.-570 SHS	7,036		Cost	
MASTERCARD INC-16 SHS		6,221	Cost	7,860
MASTERCARD INC-9 SHS	3,103		Cost	
MC DONALDS CORP-59 SHS		4,161	Cost	5,204
MC DONALDS CORP.-60 SHS	4,049		Cost	
MEDTRONIC INC.-250 SHS	7,855		Cost	
MEDTRONIC INC-161SHS		5,134	Cost	6,604
MERCK & CO INC NEW-240 SHS	8,469		Cost	
MERCK & CO INC-156 SHS		5,370	Cost	6,387
MERIDIAN BIOSCIENCE INC-160 SHS	3,608		Cost	
MERIDIAN BIOSCIENCE INC-177 SHS		3,926	Cost	3,584
METLIFE INC-240 SHS		8,205	Cost	7,906
METLIFE INC-295 SHS	9,733		Cost	

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MICHAEL KORS HOLDINGS LTD-67 SHS	$	$ 3,519	Cost	$ 3,419
MICROSOFT CORP-252 SHS		5,818	Cost	6,736
MICROSOFT CORP-385 SHS	8,500		Cost	
MIDDLEBY CORP-24 SHS		2,441	Cost	3,077
MONRO MUFFLER BRAKE INC-135 SHS	4,334		Cost	
MONRO MUFFLER BRAKE INC-144 SHS		4,659	Cost	5,036
MONSANTO CO-64 SHS		4,621	Cost	6,058
MONSANTO CO-65 SHS	4,640		Cost	
MOOG INC CL A-115 SHS	4,570		Cost	
MOOG INC-132 SHS		5,138	Cost	5,416
MORNINGSTAR INC-136 SHS		5,472	Cost	8,545
MORNINGSTAR INC-140 SHS	5,736		Cost	
MTN GROUP LTD SPONSORED ADR-320 SHS	4,625		Cost	
NATIONAL INSTRS CORP-77 SHS	1,629		Cost	
NATIONAL INSTRS CORP-97 SHS		2,146	Cost	2,504
NATIONAL OILWELL VARCO-110 SHS	5,777		Cost	
NATIONAL OILWELL VARCO-75 SHS		3,477	Cost	5,126
NESTLE S A SPONSORED ADR-77 SHS		3,690	Cost	5,018
NESTLE S A SPONSORED ADR-80 SHS	3,834		Cost	
NEW GOLD INC-505 SHS		4,601	Cost	5,570
NEW GOLD INC-560 SHS	5,230		Cost	
NEW YORK CMNTY BANCORP INC-635 SHS	7,826		Cost	
NEW YORK COMMUNITY BANCORP-517 SHS		6,494	Cost	6,773
NEWELL RUBBERMAID INC-370 SHS		5,519	Cost	8,240
NEWELL RUBBERMAID INC-615 SHS	9,364		Cost	
NEWMONT MINING CORP-53 SHS		3,157	Cost	2,461
NIKE INC CL B CL B-57 SHS	3,680		Cost	
NIKE INC CL B-90 SHS		3,363	Cost	4,644
NOBLE ENERGY INC-47 SHS		4,457	Cost	4,782
NORDEA BK AB SWEDEN-502 SHS		5,266	Cost	4,792
NORDEA BK AB SWEDEN-585 SHS	6,185		Cost	
NOVARTIS AG-130 SHS	7,169		Cost	
NOVARTIS AG-80 SHS		4,437	Cost	5,064
NOVO-NORDISK A S ADR-25 SHS		1,678	Cost	4,080
NOVO-NORDISK A S ADR-55 SHS	3,691		Cost	
NTT DOCOMO INC ADR-200 SHS	3,783		Cost	
NXP SEMICONDUCTORS N V-145 SHS	4,213		Cost	

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
OCCIDENTAL PETROLEUM CORP-57 SHS	$	$ 4,954	Cost	$ 4,367
OGX PETROLEO E GAS PARTICIPACOES-395	3,694		Cost	
OMNICOM GROUP INC-182 SHS		6,050	Cost	9,093
OMNICOM GROUP Inc-205 SHS	6,785		Cost	
ORACLE CORPORATION-105 SHS	3,062		Cost	
OWENS & MINOR INC-82 SHS	2,315		Cost	
PANERA BREAD CO-19 SHS		2,619	Cost	3,018
PARTNER COMMUNICATIONS CO LTD ADR-58		3,185	Cost	3,522
PEETS COFFEE & TEA INC-45 SHS	1,125		Cost	
PENN WEST PETROLEUM LTD-135 SHS	3,622		Cost	
PENSKE AUTO GROUP INC-3,224 SHS	16,335	16,335	Cost	97,010
PEPSICO INC-105 SHS	6,774		Cost	
PEPSICO INC-163 SHS		10,475	Cost	11,154
PEPSICO INC-97 SHS	6,018		Cost	
PERNOD RICARD S A ADR-199 SHS		4,027	Cost	4,588
PERRIGO CO-25 SHS	2,267		Cost	
PERRIGO CO-35 SHS		3,382	Cost	3,641
PETROFAC LTD-300 SHS	3,274		Cost	
PETROFAC LTD-365 SHS		4,208	Cost	4,815
PFIZER INC-375 SHS		6,836	Cost	9,405
PFIZER INC-460 SHS	9,080		Cost	
PHILIP MORRIS INTL INC-58 SHS		2,545	Cost	4,851
PHILIP MORRIS INTL INC-70 SHS	3,072		Cost	
PNC FINANCIAL SERVICES GROUP-60 SHS		3,275	Cost	3,499
POLYPORE INTL INC-64 SHS	4,140		Cost	
POTASH CORP SASK -116 SHS	5,270		Cost	
POWER INTEGRATIONS INC-60 SHS	1,326		Cost	
POWER INTEGRATIONS INC-85 SHS		2,228	Cost	2,857
PRECISION CASTPARTS CORP-27 SHS		3,280	Cost	5,114
PRECISION CASTPARTS CORP-32 SHS	4,095		Cost	
PRECISION DRILLING CORPORATION-145	1,945		Cost	
PRICELINE COM INC-11 SHS	4,810		Cost	
PRICELINE COM INC-9 SHS		3,816	Cost	5,591
PROSPERITY BANCSHARES INC-50 SHS	2,218		Cost	
PROSPERITY BANCSHARES INC-88 SHS		3,857	Cost	3,696
PRUDENTIAL FINL INC-149 SHS		8,300	Cost	7,946
PRUDENTIAL FINL INC-185 SHS	10,230		Cost	

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
QUALCOMM INC-110 SHS	$ 4,269	$	Cost	$
QUALCOMM INC-180 SHS	8,209		Cost	
QUALCOMM INC-219 SHS		9,061	Cost	13,582
RAVEN INDS INC-114		1,863	Cost	3,005
RAVEN INDS INC-55 SHS	1,747		Cost	
RED HAT INC-70 SHS	2,139		Cost	
RED HAT INC-72 SHS		2,640	Cost	3,813
REED ELSEVIER P L C SPONSORED ADR-19	6,233		Cost	
REED ELSEVIER P L C SPONSORED ADR-84		2,625	Cost	3,531
RIO TINTO PLC SPONSORED-95 SHS	6,657		Cost	
RIO TINTO PLC-57 SHS		3,314	Cost	3,311
RLI CORP-50 SHS	2,967		Cost	
RLI CORP-67 SHS		4,077	Cost	4,332
ROCHE HLDG LTD SPONSORED ADR-190 SHS		7,399	Cost	9,595
ROCHE HLDG LTD SPONSORED ADR-210 SHS	8,272		Cost	
ROFIN SINAR TECHNOLOGIES-70 SHS	1,690		Cost	
RUDDICK CORP-60 SHS	1,962		Cost	
SAFRAN ADR-63 SHS		2,473	Cost	2,725
SAGE GROUP PLC UNSPONSORED ADR-205	3,018		Cost	
SALESFORCE COM INC-35 SHS		3,513	Cost	5,884
SALESFORCE COM INC-39 SHS	3,103		Cost	
SALLY BEAUTY HLDGS INC-218 SHS		1,870	Cost	5,138
SALLY BEAUTY HLDGS INC-290 SHS	2,819		Cost	
SANOFI-AVENTIS SPON ADR-200 SHS	8,190		Cost	
SAP AG SPONSORED ADR-62 SHS		3,067	Cost	4,984
SAP AG SPONSORED ADR-95 SHS	4,699		Cost	
SBERBANK RUSSIA SPONSORED ADR-387 SH		4,523	Cost	4,861
SCANSOURCE INC-100 SHS		2,859	Cost	3,177
SCANSOURCE INC-65 SHS	1,791		Cost	
SCHLUMBERGER LTD-188 SHS		10,256	Cost	13,027
SCHLUMBERGER LTD-220 SHS	12,556		Cost	
SCHNEIDER ELEC SA ADR-427 SHS		4,791	Cost	6,315
SCHNEIDER ELEC SA ADR-595 SHS	6,766		Cost	
SGS SA-346 SHS		4,737	Cost	7,658
SGS SA-375 SHS	5,134		Cost	
SHINHAN FINL GROUP CO LTD-50 SHS	4,254		Cost	
SHINHAN FINL GROUP CO LTD-93 SHS		3,945	Cost	3,408

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SIEMENS AG-83 SHS	$	$ 8,019	Cost	$ 9,086
SILVER WHEATON CORP-145 SHS	2,348		Cost	
SILVER WHEATON CORP-155 SHS		3,128	Cost	5,592
SIMPSON MFG INC-65 SHS	2,135		Cost	
SOCIEDAD QUIMICA Y MINERA DE CHILE S	3,419		Cost	
SOCIEDAD QUIMICA Y MINERA DE CHILE S		2,607	Cost	3,516
SODEXO-78		4,739	Cost	6,653
SODEXO-90 SHS	5,454		Cost	
SOFTBANK CORP ADR-239 SHS		3,422	Cost	4,340
ST JUDE MED INC-87 SHS		3,415	Cost	3,144
STAPLES INC-490 SHS	9,930		Cost	
STARBUCKS CORP-123 SHS		3,055	Cost	6,595
STARBUCKS CORP-155 SHS	3,867		Cost	
STATE BK FINL CORP-145 SHS	2,324		Cost	
STATE BK FINL CORP-192 SHS		3,050	Cost	3,049
STERICYCLE INC-39 SHS		3,211	Cost	3,638
STERICYCLE INC-50 SHS	4,143		Cost	
SUBSEA 7 S A SPONSORED ADR-181 SHS		4,261	Cost	4,296
SUBSEA 7 S A SPONSORED ADR-260 SHS	6,228		Cost	
SUN HUNG KAI PROP LTD-215 SHS	3,192		Cost	
SVENSKA CELLULOSA AKTIEBOLAGET SCA-1		2,432	Cost	2,967
TARGET CORP-104 SHS		5,176	Cost	6,154
TECHNE CORP-45 SHS	2,814		Cost	
TECHNE CORP-51 SHS		3,204	Cost	3,485
TERADATA CORP-68 SHS		3,216	Cost	4,209
TERADATA CORP-70 SHS	2,683		Cost	
TESCO PLC SPONSORED ADR-120 SHS		2,147	Cost	1,990
TESCO PLC SPONSORED ADR-330 SHS	6,461		Cost	
TEVA PHARMACEUTICAL INDS-175 SHS	7,314		Cost	
TEVA PHARMACEUTICAL INDS-190 SHS		7,880	Cost	7,095
TIFFANY & CO-95 SHS	4,479		Cost	
TOYOTA MTR CORP-48 SHS		3,813	Cost	4,476
TRACTOR SUPPLY CO-49 SHS		4,068	Cost	4,330
TRIMBLE NAV LTD-105 SHS	4,279		Cost	
TRIMBLE NAV LTD-72 SHS		2,774	Cost	4,304
TULLOW OIL PLC ADR-339 SHS		3,652	Cost	3,474
TULLOW OIL PLC ADR-385 SHS	4,147		Cost	

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TURKIYE GARANTI BANKASI A S SPONS-66	$ 3,445	$	Cost	$
ULTA SALON COSMETICS & FRAGRANCE INC		2,455	Cost	2,751
UMPQUA HLDGS CORP-250 SHS	3,225		Cost	
UMPQUA HLDGS CORP-273 SHS		3,528	Cost	3,219
UNILEVER N V NEW YORK-168 SHS		5,354	Cost	6,434
UNILEVER N V NEW YORK-180 SHS	5,737		Cost	
UNITED OVERSEAS BK LTD-131 SHS		3,686	Cost	4,249
UNITED TECHNOLOGIES CORP-65 SHS	4,724		Cost	
UNIVERSAL HEALTH RLTY INCOME TR-65	2,260		Cost	
UNIVERSAL HEALTH RLTY INCOME TR-65		2,103	Cost	3,037
VERIZON COMMUNICATIONS-138 SHS		6,003	Cost	5,971
VODAFONE GROUP PLC NEW SPONSORED ADR	9,387		Cost	
VODAFONE GROUP PLC-285 SHS	7,563		Cost	
VODAFONE GROUP PLC-436 SHS		10,980	Cost	10,983
WAL-MART STORES INC.-140 SHS	7,067		Cost	
WALT DISNEY CO-117 SHS		3,614	Cost	5,825
WALT DISNEY CO-145 SHS	4,479		Cost	
WELLS FARGO & CO-315 SHS		7,747	Cost	8,682
WELLS FARGO & CO-315 SHS	9,564		Cost	
WESTAMERICA BANCORPORATION-75 SHS	3,446		Cost	
WESTAMERICA BANCORPORATION-79 SHS		3,632	Cost	3,365
WEX INC-42 SHS	2,343		Cost	
WEX INC-42 SHS		1,967	Cost	3,166
WHOLE FOODS MKT INC-70 SHS		2,548	Cost	6,393
WHOLE FOODS MKT INC-85 SHS	3,106		Cost	
WILLIS GROUP HOLDINGS-184 SHS		5,031	Cost	6,170
WILLIS GROUP HOLDINGS-205 SHS	5,761		Cost	
WOLVERINE WORLD WIDE INC-85 SHS	2,078		Cost	
WOLVERINE WORLD WIDE INC-87 SHS		2,498	Cost	3,565
YOUNG INNOVATIONS INC-55 SHS	1,520	1,520	Cost	2,168
Total	$ 1,147,055	$ 1,030,502		$ 1,331,804

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
$100,000 GENERAL ELECTRIC CO	$ 102,717	$	Cost	$
Total	$ 102,717	$ 0		$ 0

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS	$	$		$
BLACKROCK ALLOCATION INS 7,749.76		136,035	Cost	153,678
BLACKROCK ALLOCATION 12,191.678	213,187		Cost	
CALMOS INVT 10,495.581	112,500		Cost	
DIAMOND HILL LONG/SHORT 5,842.255		99,757	Cost	107,205
DIAMOND HILL LONG/SHORT 396.989	49,385		Cost	
FRANKLIN CUSTODIAN FDS INCOME 52856.	112,500	112,500	Cost	117,870
ISHARES GOLD TRUST 3,000		51,198	Cost	48,838
IVY FUNDS INC ASSET STRATEGY 4,316.3		81,994	Cost	112,528
IVY FUNDS INC ASSET STRATEGY 6683.22	125,000		Cost	
MFB HIGH YIELD FIXED INCOME 17,859		131,625	Cost	134,836
MFB HIGH YIELD FIXED INCOME 19,536.8	144,829		Cost	
MFB MMG MID CAP 823.05	10,000		Cost	
MFB MMG MID CAP 1,230.55		15,000	Cost	14,631
MFB MULTI-MGR EMERGING 8,854.4	171,159	171,159	Cost	169,827
MFB NORTHERN BOND INDEX 3413.41		37,500	Cost	37,411
MFB NORTHERN FIXED INCOME 3523.99		37,500	Cost	37,460
MFB NORTHERN GLOBAL REAL ESTATE 3703	60,000		Cost	
MFB NORTHERN GLOBAL REAL ESTATE 5475		80,000	Cost	100,252
MFB NORTHERN HIGH YIELD 11,947.78		125,112	Cost	129,156
MFB NORTHERN HIGH YIELD 13,113.83	137,985		Cost	
MFC FLEXSHARES 5 YR TARGET 1,000		26,148	Cost	26,300
MFC FLEXSHARES 3 YR TARGET 1,000		25,530	Cost	25,520
MFC FLEXSHARES TR MORNINGSTAR 1,100		40,557	Cost	39,182
MFC ISHARES TRUST BARCLAYS 325	35,316		Cost	
MFC SPDR GOLD TRUST 700		96,208	Cost	113,407
MFC SPDR GOLD TRUST GOLD 450	54,498		Cost	

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MFC SPDR INDEX DOW JONES 500	$	$ 19,765	Cost	$ 20,675
MFO PIMCO FDS PAC INVT 4,022.58		25,061	Cost	26,710
MFO PIMCO FDS PAC INV 14,127.26	103,402		Cost	
PIMCO GLOBAL MULTU ASSETS 10,624.759	119,599		Cost	
PIMCO UNCONSTRAINED BOND FD 9272.968	102,507		Cost	
PIMCO UNCONSTRAINED BOND FD 9,283.86		102,634	Cost	106,579
PUTNAM FDS CAPITAL SPECTRUM 3,842.11		103,409	Cost	103,737
TEMPLETON FDS INCOME TRUST GLOBAL B		101,881	Cost	101,648
TEMPLETON FDS INCOME TRUST GLOBAL	100,590		Cost	
VIRTUS OPPORTUNITIES TRUST 11,284		150,953	Cost	149,175
PARTNERSHIPS:				
ALTEGRIS MILLENIUM FD LP		200,000	Cost	200,000
37,350 QUADRANGLE FUND LLC	159,477	152,453	Cost	138,947
STRENGTH CAPITAL	88,592	81,993	Cost	96,766
STRENGTH CAPITAL II	828,529	832,667	Cost	814,410
KKR & CO	10,204		Cost	
Total	$ 2,739,259	$ 3,038,639		$ 3,126,748

Federal Statements

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

Description	Beginning of Year	End of Year	Fair Market Value
REFUNDABLE TAXES	$ 1,718	$	$
Total	$ 1,718	$ 0	$ 0

Statement 10 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
NOTE PAYABLE	$	$ 200,000
TAXES PAYABLE		3,490
Total	$ 0	$ 203,490

Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

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

Statement 12 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

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

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

Description

ALL APPLICATIONS ARE REVIEWED BY THE BOARD OF TRUSTEES

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address			
Address	Relationship	Status	Purpose	Amount
AMERICAN ACADEMY IN ROME NEW YORK NY 10022	7 EAST 60TH ST	PUBLIC	GENERAL	25,000
ARCHITECTUAL LEAGUE OF NY NEW YORK NY 10022	457 MADISON AVE	PUBLIC	GENERAL	25,000
CROHNS & COLITIS FOUNDATI FARMINGTON HILLS MI 48334	31313 NORTHWESTERN HWY 20	PUBLIC	GENERAL	5,000
CITY MISSION DETROIT MI 48223	20405 SCHOOLCRAFT	PUBLIC	GENERAL	5,000
DETROIT SYMPHONY ORCHESTR DETROIT MI 48201	3711 WOODWARD AVE	PUBLIC	GENERAL	25,750
GRACE CENTER OF HOPE PONTIAC MI 48342	35 E HURON	PUBLIC	GENERAL	15,000
HENRY FORD HEALTH DETROIT MI 48202	1 FORD PLACE 5A	PUBLIC	GENERAL	10,000
HORIZON UPWARD BOUND BLOOMFIELD HILLS MI 48303	P O BOX 801	PUBLIC	GENERAL	5,000
ILLINOIS EDUCATIONAL FOUNDATION CHICAGO IL 60606	226 W JACKSON BLVD #528	PUBLIC	GENERAL	1,500
MICHIGAN CERAMICS ROCHESTER MI 48306	150 CEDARWALD	PUBLIC	GENERAL	1,000
MICHIGAN OPERA THEATRE DETROIT MI 48226	1526 BROADWAY	PUBLIC	GENERAL	75,000
PUBLIC ART FUND NEW YORK NY 10022	1 EAST 53RD ST	PUBLIC	GENERAL	25,000
RAQUET UP DETROIT MI 48211	P O BOX 11404	PUBLIC	GENERAL	10,000
SKY FOUNDATION BLOOMFIELD HILLS MI 48304	33 BLOOMFIELD PARKWAY	PUBLIC	GENERAL	10,000
UNIVERSITY OF MICHIGAN ANN ARBOR MI 48109	3003 S STATE ST SUITE 800	PUBLIC	GENERAL	1,500
Total				239,750