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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation EDNA SPROULL WILLIAMS FOUNDATION		A Employer identification number 51-0198606
Number and street (or P O box number if mail is not delivered to street address) C/O MR. JAMES BURKE 2046 EVENTIDE ROAD	Room/suite	B Telephone number (see instructions) (904) 287-0101
City or town, state, and ZIP code SWITZERLAND, FL 32259		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) \$ 16,134,297.	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	267.	267.		ATCH 1
	4 Dividends and interest from securities	421,541.	421,451.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,873,169.			
	b Gross sales price for all assets on line 6a 21,832,022.				
	7 Capital gain net income (from Part IV, line 2)		1,873,169.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	2,294,977.	2,294,887.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	120,000.	30,000.		90,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	3,700.			3,700.
	c Other professional fees (attach schedule) *	83,487.	83,487.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	18,550.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	112.			112.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	3,327.			3,320.
	24 Total operating and administrative expenses. Add lines 13 through 23	229,176.	113,487.		97,132.
	25 Contributions, gifts, grants paid	648,500.			648,500.
26 Total expenses and disbursements Add lines 24 and 25	877,676.	113,487.	0	745,632.	
27 Subtract line 26 from line 12	1,417,301.				
a Excess of revenue over expenses and disbursements		2,181,400.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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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		19,545.	13,517.	13,517.
	2	Savings and temporary cash investments		1,464,291.	920,575.	920,575.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges ATCH 7		15,431.	15,874.	15,874.
	10 a	Investments - U S and state government obligations (attach schedule), *		1,486,894.		
	b	Investments - corporate stock (attach schedule) ATCH 9		7,224,175.	14,092,187.	14,080,981.
	c	Investments - corporate bonds (attach schedule) ATCH 10		2,202,798.		
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 11		2,365,838.	1,154,120.	1,103,350.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		14,778,972.	16,196,273.	16,134,297.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		14,778,972.	16,196,273.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		14,778,972.	16,196,273.	
31	Total liabilities and net assets/fund balances (see instructions)		14,778,972.	16,196,273.		

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	14,778,972.
2	Enter amount from Part I, line 27a	2	1,417,301.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,196,273.
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	16,196,273.

**ATCH 8

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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	1,873,169.
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	0

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	851,888.	15,141,368.	0.056262
2010	826,166.	14,868,087.	0.055566
2009	913,732.	14,281,307.	0.063981
2008	1,157,567.	17,984,832.	0.064364
2007	1,047,096.	20,904,286.	0.050090

2 Total of line 1, column (d)	2	0.290263
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	0.058053
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,375,081.
5 Multiply line 4 by line 3	5	892,570.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,814.
7 Add lines 5 and 6	7	914,384.
8 Enter qualifying distributions from Part XII, line 4 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	8	745,632.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	43,628.
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			
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	
3 Add lines 1 and 2		3	43,628.
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	43,628.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 15,874.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	45,874.
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	2,246.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 2,246. Refunded ☐ 11		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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ MR. JAMES W. BURKE Telephone no ☐ 904-287-0101			
Located at ☐ 2046 EVENTIDE ROAD SWITZERLAND, FL ZIP+4 ☐ 32259				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) ☐	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ☐	4b	X

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

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

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

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

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

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

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
ATCH 12		120,000.	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE			0	

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		83,487.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE

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 NONE

2

All other program-related investments See instructions

3 NONE

Total. Add lines 1 through 3

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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	15,572,382.
b	Average of monthly cash balances	1b	36,837.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,609,219.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,609,219.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	234,138.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,375,081.
6	Minimum investment return. Enter 5% of line 5	6	768,754.

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	768,754.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	43,628.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	43,628.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	725,126.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	725,126.
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	725,126.

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	745,632.
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	745,632.
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	745,632.

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

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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				725,126.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007	43,642.			
b From 2008	264,613.			
c From 2009	205,831.			
d From 2010	95,238.			
e From 2011	113,370.			
f Total of lines 3a through e	722,694.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 745,632.				
a Applied to 2011, but not more than line 2a				
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				725,126.
e Remaining amount distributed out of corpus	20,506.			
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	743,200.			
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				
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)	43,642.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	699,558.			
10 Analysis of line 9				
a Excess from 2008	264,613.			
b Excess from 2009	205,831.			
c Excess from 2010	95,238.			
d Excess from 2011	113,370.			
e Excess from 2012	20,506.			

Form 990-PF (2012)

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

NOT APPLICABLE

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 14				
Total			▶ 3a	648,500.
b Approved for future payment				
Total			▶ 3b	NONE

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	267.	
4 Dividends and interest from securities			14	421,541.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,873,169.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				2,294,977.	
13 Total. Add line 12, columns (b), (d), and (e)					2,294,977.

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

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11711965.		MERRILL LYNCH - LONG TERM GAINS PROPERTY TYPE: SECURITIES 10231781.				P	VAR 1,480,184.	VAR
10120057.		MERRILL LYNCH - SHORT TERM GAINS PROPERTY TYPE: SECURITIES 9,727,072.				P	VAR 392,985.	VAR
TOTAL GAIN (LOSS)							<u>1,873,169.</u>	

Edna Sproull Williams Foundation
Capital Gains and Losses

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Security Description	Acq Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
ABBOTT LABS	12/14/2010	8/29/2012	42	2,011	2,759	748
FED NAT'L MORTGAGE ASSOC	11/17/2009	9/17/2012	8,000	8,000	8,000	-
FED NAT'L MORTGAGE ASSOC	2/3/2009	9/17/2012	118,000	118,000	118,000	-
FED NAT'L MORTGAGE ASSOC	1/27/2009	9/17/2012	189,000	189,000	189,000	-
FEDERAL HOME LN MTG CORP	10/21/2010	3/23/2012	80,000	80,000	80,000	-
ACCO BRANDS CORP	12/14/2010	7/30/2012	108	940	911	(29)
BHP BILLITON LTD ADR	12/14/2010	3/14/2012	73	6,668	5,377	(1,291)
CAMECO CORP COM	12/14/2010	9/17/2012	110	4,279	2,374	(1,905)
CAMECO CORP COM	12/14/2010	9/18/2012	105	4,085	2,278	(1,807)
KIMBERLY CLARK	12/14/2010	3/14/2012	35	2,174	2,540	366
PRAXAIR INC	12/14/2010	3/15/2012	29	2,687	3,198	511
VERIZON COMMUNICATNS COM	12/14/2010	3/14/2012	46	1,591	1,817	226
3M COMPANY	12/14/2010	10/18/2012	130	11,123	12,309	1,186
ABBOTT LABS	12/14/2010	10/18/2012	168	8,043	11,021	2,978
ACE LIMITED	10/6/2011	10/18/2012	87	5,286	7,055	1,769
ACE LIMITED	10/5/2011	10/18/2012	24	1,465	1,946	481
ACTIVISION BLIZZARD INC	8/17/2011	10/18/2012	1,500	16,534	17,009	475
ALTERA CORP COM	11/11/2010	10/18/2012	1,635	53,840	54,624	784
AMER EXPRESS COMPANY	12/15/2010	10/18/2012	162	7,543	9,388	1,845
AMERIPRISE FINL INC	1/13/2011	10/18/2012	915	55,552	54,187	(1,365)
AMGEN INC COM PV \$0 0001	10/20/2010	10/18/2012	980	56,820	87,952	31,132
ANALOG DEVICES INC COM	1/21/2011	10/18/2012	1,615	63,087	63,307	220
APPLE INC	5/10/2010	10/18/2012	180	45,467	114,181	68,714
AT&T INC	12/14/2010	10/18/2012	580	16,881	21,013	4,132
AT&T INC 5 50%FEB01 18	2/3/2009	10/17/2012	74,000	73,318	89,953	16,635
AT&T INC 5 50%FEB01 18	2/21/2008	10/17/2012	150,000	148,391	182,337	33,946
BANK OF NOVA SCOTIA	12/14/2010	10/18/2012	250	14,121	13,861	(260)
BHP BILLITON LTD ADR	12/14/2010	10/18/2012	291	26,580	20,979	(5,601)
BP CAP MARKETS PL 3 87%	11/17/2009	10/17/2012	106,000	108,420	113,913	5,493
BP CAP MARKETS PL 3 87%	3/24/2009	10/17/2012	121,000	120,800	130,033	9,232
BRISTOL-MYERS SQUIBB CO	12/14/2010	10/18/2012	620	16,346	21,256	4,910
CA INC	10/15/2008	10/18/2012	300	4,767	7,478	2,711
CA INC	11/1/2007	10/18/2012	2,219	59,005	55,314	(3,691)
CANADIAN NATL RAILWAY CO	12/14/2010	10/18/2012	170	11,454	15,084	3,631
CAPITAL ONE FINL	10/20/2010	10/18/2012	230	8,922	13,230	4,309
CAPITAL ONE FINL	4/9/2010	10/18/2012	1,135	49,862	65,289	15,427
CATERPILLAR INC DEL	12/14/2010	10/18/2012	260	24,106	22,570	(1,536)
CENTURYLINK INC SHS	12/14/2010	10/18/2012	259	11,792	10,231	(1,560)
CHEVRON CORP	12/14/2010	10/18/2012	270	24,010	30,998	6,988
CHEVRON CORP	10/15/2008	10/18/2012	300	18,571	34,442	15,871
CHEVRON CORP	2/6/2007	10/18/2012	505	37,043	57,978	20,935
CHEVRON CORP	12/12/2002	10/18/2012	1,170	39,634	134,326	94,692
CHUBB CORP	12/14/2010	10/18/2012	210	12,562	17,008	4,447
CHUBB CORP	10/15/2008	10/18/2012	1,285	53,240	104,074	50,834
CISCO SYSTEMS INC 4 45%	11/17/2009	10/17/2012	137,000	137,923	161,098	23,175
CLIFFS NATURAL RESOURCES	7/14/2011	10/18/2012	320	30,825	14,672	(16,153)
CLIFFS NATURAL RESOURCES	6/1/2011	10/18/2012	325	28,746	14,901	(13,845)
COCA COLA COM	12/14/2010	10/18/2012	400	12,843	15,044	2,201
COMCAST CRP NEW CL A SPL	2/16/2011	10/18/2012	335	8,026	12,202	4,176
CONOCOPHILLIPS	12/14/2010	10/18/2012	180	9,149	10,494	1,345
CONSOL ENERGY INC COM	12/14/2010	10/18/2012	170	7,340	6,162	(1,178)
DEERE CO	12/14/2010	10/18/2012	240	19,898	20,869	970
DIAGEO PLC SPSPD ADR NEW	12/14/2010	10/18/2012	210	15,525	23,831	8,306
DISCOVER FINL SVCS	5/25/2011	10/18/2012	2,305	54,492	92,970	38,479
DISCOVER FINL SVCS	5/17/2011	10/18/2012	1,200	30,241	48,401	18,160
DISH NETWORK CORPATION	8/5/2011	10/18/2012	1,385	35,178	48,945	13,767

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Security Description	Acq Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
DISH NETWORK CORPATION	7/21/2011	10/18/2012	385	12,395	13,606	1,211
DOMINION RES INC NEW VA	12/14/2010	10/18/2012	360	15,197	19,233	4,035
DOVER CORP	10/15/2008	10/18/2012	300	9,470	17,220	7,750
DOVER CORP	6/5/2008	10/18/2012	750	40,485	43,050	2,565
DOW CHEMICAL CO	6/6/2011	10/18/2012	210	7,377	6,364	(1,013)
DR PEPPER SNAPPLE GROUP	7/30/2010	10/18/2012	1,355	51,226	60,972	9,746
DR PEPPER SNAPPLE GROUP	7/14/2010	10/18/2012	75	2,953	3,375	422
DU PONT E I DE NEMOURS	12/14/2010	10/18/2012	450	22,124	22,623	498
ENBRIDGE INC COM	12/14/2010	10/18/2012	380	10,516	15,447	4,931
EQT CORP	12/14/2010	10/18/2012	170	7,401	10,386	2,985
EXXON MOBIL CORP COM	12/14/2010	10/18/2012	370	26,827	34,523	7,696
EXXON MOBIL CORP COM	10/15/2008	10/18/2012	1,215	79,544	113,366	33,821
FEDERAL HOME LN MTG CORP	11/17/2009	10/17/2012	7,000	7,215	7,345	131
FEDERAL HOME LN MTG CORP	2/3/2009	10/17/2012	81,000	82,969	84,997	2,028
FEDERAL HOME LN MTG CORP	6/6/2008	10/17/2012	178,000	179,492	186,783	7,291
FEDERAL NATL MTG ASSOC	2/3/2009	10/17/2012	84,000	89,952	101,370	11,418
FEDERAL NATL MTG ASSOC	2/5/2008	10/17/2012	165,000	173,440	199,120	25,680
FIRST EAG OVERSEAS I	2/7/2011	11/19/2012	42,612	987,320	956,639	(30,681)
FIRST EAGLE	2/7/2011	11/19/2012	0 124	3	3	-
FIRSTENERGY CORP	12/14/2010	10/18/2012	190	6,871	8,750	1,879
FLUOR CORP NEW DEL COM	5/17/2011	10/18/2012	1,515	102,594	89,152	(13,442)
FOREST LABS INC	10/15/2008	10/18/2012	100	2,240	3,532	1,292
FOREST LABS INC	8/29/2008	10/18/2012	2,055	73,669	72,587	(1,082)
FREEMPT-MCMRAN CPR & GLD	6/17/2010	10/18/2012	870	28,602	36,879	8,278
FREEMPT-MCMRAN CPR & GLD	5/26/2010	10/18/2012	935	32,034	39,634	7,600
GAP INC DELAWARE	7/30/2010	10/18/2012	1,630	29,519	60,343	30,823
GAP INC DELAWARE	10/28/2009	10/18/2012	1,055	22,777	39,056	16,280
GENERAL ELEC CO 5 00% 20	2/3/2009	10/17/2012	80,000	80,081	81,022	941
GENERAL ELEC CO 5 00% 20	2/5/2008	10/17/2012	151,000	151,381	152,928	1,547
GENERAL ELECTRIC	12/14/2010	10/18/2012	960	17,036	22,030	4,994
GENERAL MILLS	12/14/2010	10/18/2012	200	7,285	8,079	794
GENL DYNAMICS CORP COM	12/14/2010	10/18/2012	150	10,505	10,231	(274)
HOME DEPOT INC	12/14/2010	10/18/2012	290	10,090	17,871	7,781
HONEYWELL INTL INC DEL	4/6/2011	10/18/2012	140	8,256	8,578	322
HONEYWELL INTL INC DEL	10/15/2008	10/18/2012	100	3,023	6,127	3,104
HONEYWELL INTL INC DEL	6/28/2007	10/18/2012	1,285	72,937	78,736	5,799
INTEL CORP	12/14/2010	10/18/2012	440	9,441	9,563	122
INTL BUSINESS MACHINES	12/14/2010	10/18/2012	110	16,023	21,470	5,447
JOHNSON AND JOHNSON COM	5/17/2011	10/18/2012	55	3,651	3,974	324
JOHNSON AND JOHNSON COM	12/14/2010	10/18/2012	120	7,551	8,672	1,120
JOHNSON CONTROLS INC	3/15/2011	10/18/2012	43	1,679	1,153	(526)
JOHNSON CONTROLS INC	3/14/2011	10/18/2012	152	6,163	4,075	(2,088)
JPMORGAN CHASE & 5 12%	11/17/2009	10/17/2012	10,000	10,238	10,724	486
JPMORGAN CHASE & 5 12%	2/3/2009	10/17/2012	84,000	79,506	90,083	10,577
JPMORGAN CHASE & 5 12%	2/5/2008	10/17/2012	66,000	66,244	70,780	4,535
JPMORGAN CHASE & CO	12/14/2010	10/18/2012	800	32,837	34,490	1,652
KIMBERLY CLARK	12/14/2010	10/18/2012	135	8,387	11,806	3,419
LIMITED BRANDS INC	8/23/2011	10/18/2012	69	2,437	3,380	943
LIMITED BRANDS INC	2/17/2011	10/18/2012	240	7,971	11,756	3,785
LIMITED BRANDS INC	6/17/2010	10/18/2012	1,085	27,219	53,148	25,929
LORILLARD INC	12/14/2010	10/18/2012	110	9,093	12,992	3,900
LYONDELLBASELL INDUSTRIE	9/7/2011	10/18/2012	825	27,917	45,652	17,734
LYONDELLBASELL INDUSTRIE	8/10/2011	10/18/2012	500	16,197	27,668	11,471
MARATHON OIL CORP	8/24/2011	10/18/2012	1,115	28,386	35,123	6,737
MARATHON OIL CORP	8/17/2011	10/18/2012	1,815	49,962	57,173	7,211
MARATHON OIL CORP	12/14/2010	10/18/2012	290	6,089	9,135	3,046

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Security Description	Acq Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
MARATHON OIL CORP	7/8/2009	10/18/2012	940	15,668	29,610	13,943
MARATHON PETROLEUM CORP	12/14/2010	10/18/2012	145	4,119	7,979	3,860
MCDONALDS CORP COM	12/14/2010	10/18/2012	260	20,097	24,132	4,035
MCKESSON CORPORATION COM	3/11/2009	10/18/2012	890	31,110	81,362	50,252
MEADWESTVACO CORP	12/14/2010	10/18/2012	330	7,680	10,209	2,529
MERCK AND CO INC SHS	12/14/2010	10/18/2012	350	12,884	16,780	3,896
MICROSOFT CORP	12/14/2010	10/18/2012	260	7,206	7,639	433
MICROSOFT CORP	1/12/2010	10/18/2012	2,625	79,012	77,121	(1,891)
MICROSOFT CORP	11/18/2009	10/18/2012	1,800	54,180	52,883	(1,297)
MICROSOFT CORP	11/11/2009	10/18/2012	1,075	31,497	31,583	86
NEWS CORP CL A	8/31/2010	10/18/2012	4,480	56,447	113,615	57,168
NEXTERA ENERGY INC SHS	12/14/2010	10/18/2012	250	12,944	17,956	5,012
NORTHEAST UTILITIES COM	12/14/2010	10/18/2012	240	7,659	9,479	1,819
NORTHROP GRUMMAN CORP	12/14/2010	10/18/2012	150	8,782	10,636	1,854
NRG ENERGY INC	9/2/2009	10/18/2012	1,420	36,912	33,257	(3,655)
NRG ENERGY INC	10/15/2008	10/18/2012	100	1,851	2,342	491
NRG ENERGY INC	12/28/2007	10/18/2012	1,210	52,465	28,338	(24,127)
OCCIDENTAL PETE CORP CAL	12/14/2010	10/18/2012	200	18,930	17,110	(1,820)
PEABODY ENERGY CORP COM	12/14/2010	10/18/2012	170	10,537	4,725	(5,812)
PEPSICO INC 5 00%JUN01 1	2/3/2009	10/17/2012	59,000	61,309	70,386	9,077
PEPSICO INC 5 00%JUN01 1	11/21/2008	10/17/2012	62,000	59,152	73,965	14,812
PFIZER INC	12/14/2010	10/18/2012	620	10,717	16,133	5,416
PHILIP MORRIS INTL INC	12/14/2010	10/18/2012	310	18,401	27,536	9,135
PHILLIPS 66 SHS	12/14/2010	10/18/2012	90	2,719	4,130	1,411
PRAXAIR INC	12/14/2010	10/18/2012	131	12,140	14,141	2,001
PROCTER & GAMBLE CO	12/14/2010	10/18/2012	270	17,171	18,707	1,536
PRUDENTIAL FINANCIAL INC	12/14/2010	10/18/2012	120	6,817	7,177	360
PRUDENTIAL FINANCIAL INC	5/26/2010	10/18/2012	865	48,649	51,734	3,085
PUB SVC ENTERPRISE GRP	12/14/2010	10/18/2012	240	7,580	7,967	386
RAYTHEON CO DELAWARE NEW	12/14/2010	10/18/2012	320	14,636	18,150	3,514
RAYTHEON CO DELAWARE NEW	10/15/2008	10/18/2012	100	4,635	5,672	1,037
RAYTHEON CO DELAWARE NEW	5/31/2006	10/18/2012	1,275	58,055	72,316	14,262
RIO TINTO PLC SPNSRD ADR	12/14/2010	10/18/2012	190	13,455	9,956	(3,499)
ROSS STORES INC COM	6/5/2009	10/18/2012	1,440	28,542	90,398	61,856
ROSS STORES INC COM	10/24/2008	10/18/2012	160	2,298	10,044	7,746
SCHLUMBERGER LTD	12/14/2010	10/18/2012	150	12,328	11,226	(1,102)
SEMPRA ENERGY	12/14/2010	10/18/2012	130	6,721	8,895	2,174
SOUTHERN COMPANY	12/14/2010	10/18/2012	320	12,162	14,945	2,783
SYMANTEC CORP COM	11/2/2010	10/18/2012	2,865	48,002	50,773	2,771
SYMANTEC CORP COM	9/28/2010	10/18/2012	2,920	45,580	51,748	6,167
TORONTO DOMINION BANK	7/27/2011	10/18/2012	100	8,157	8,447	290
TOTAL S A SP ADR	12/14/2010	10/18/2012	300	16,193	15,634	(559)
TRAVELERS COS INC	12/14/2010	10/18/2012	360	20,075	26,658	6,583
TRAVELERS COS INC	10/15/2008	10/18/2012	200	6,918	14,810	7,892
TRAVELERS COS INC	1/24/2007	10/18/2012	945	49,055	69,978	20,923
UNILEVER NV NY REG SHS	12/14/2010	10/18/2012	560	17,643	20,837	3,194
UNITED TECHS CORP COM	12/14/2010	10/18/2012	270	21,339	21,353	13
UNITEDHEALTH GROUP INC	1/13/2011	10/18/2012	2,325	92,056	130,697	38,641
US BANCORP (NEW)	12/14/2010	10/18/2012	480	12,588	16,454	3,866
US TSY 2 625% JUN 30 20	10/21/2010	10/17/2012	165,000	170,307	171,516	1,209
V F CORPORATION	12/14/2010	10/18/2012	130	11,394	21,842	10,448
VERIZON COMMUNICATIONS	11/17/2009	10/17/2012	204,000	221,814	262,768	40,955
VERIZON COMMUNICATNS COM	12/14/2010	10/18/2012	694	24,003	31,833	7,829
VERIZON COMMUNICATNS COM	9/2/2009	10/18/2012	860	24,474	39,447	14,972
VERIZON COMMUNICATNS COM	6/5/2009	10/18/2012	5	138	229	91
VODAFONE GROU PLC SP ADR	12/14/2010	10/18/2012	350	9,494	10,003	509

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Security Description	Acq Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
WAL-MART STORES 2 87% 20	10/21/2010	10/17/2012	40,000	41,436	42,320	884
WAL-MART STORES 2 87% 20	3/31/2010	10/17/2012	98,000	98,018	103,684	5,666
WAL-MART STORES INC	12/14/2010	10/18/2012	190	10,348	14,517	4,169
WELLS FARGO & CO NEW DEL	12/14/2010	10/18/2012	830	25,021	28,729	3,708
WESTERN UN CO	6/27/2011	10/18/2012	5,515	107,528	101,033	(6,495)
WEYERHAEUSER CO	12/14/2010	10/18/2012	530	9,538	15,043	5,505
WSTN DIGITAL CORP DEL	10/15/2008	10/18/2012	100	1,512	3,563	2,051
WSTN DIGITAL CORP DEL	2/25/2008	10/18/2012	2,120	69,414	75,542	6,128
AETNA INC NEW	10/15/2008	8/29/2012	300	9,516	11,686	2,170
AETNA INC NEW	8/1/2007	6/13/2012	240	11,559	10,053	(1,506)
AETNA INC NEW	8/1/2007	8/29/2012	1,045	50,330	40,706	(9,624)
ALTERA CORP COM	11/11/2010	1/6/2012	1,085	35,729	40,566	4,838
AMGEN INC COM PV \$0 0001	10/20/2010	8/29/2012	20	1,160	1,676	517
AMGEN INC COM PV \$0 0001	11/5/2008	8/13/2012	715	43,274	58,686	15,412
AMGEN INC COM PV \$0 0001	11/5/2008	2/21/2012	180	10,894	12,137	1,243
AMGEN INC COM PV \$0 0001	11/5/2008	6/13/2012	150	9,079	10,351	1,273
AMGEN INC COM PV \$0 0001	11/5/2008	8/29/2012	155	9,381	12,992	3,611
APPLE INC	5/10/2010	2/21/2012	20	5,052	10,178	5,126
AT&T INC	12/4/2008	9/28/2012	1,480	41,467	55,795	14,328
CAPITAL ONE FINL	4/9/2010	2/6/2012	275	12,081	13,260	1,179
CAPITAL ONE FINL	4/1/2010	2/6/2012	1,025	42,480	49,423	6,944
CARDINAL HEALTH INC OHIO	10/20/2010	7/9/2012	220	7,104	9,268	2,165
CARDINAL HEALTH INC OHIO	4/9/2010	7/9/2012	640	23,360	26,962	3,602
CARDINAL HEALTH INC OHIO	3/3/2010	2/21/2012	220	7,768	9,156	1,388
CARDINAL HEALTH INC OHIO	3/3/2010	7/9/2012	1,815	64,084	76,463	12,379
CARDINAL HEALTH INC OHIO	3/3/2010	6/13/2012	105	3,707	4,362	654
CHEVRON CORP	12/12/2002	2/21/2012	150	5,081	16,206	11,124
CISCO SYSTEMS INC 4 45%	11/17/2009	2/28/2012	92,000	92,666	106,924	14,258
CITIGROUP FUNDING 2.25%	11/17/2009	9/18/2012	171,000	171,258	171,768	509
CONAGRA FOODS INC	6/24/2009	6/13/2012	2,540	50,924	62,833	11,909
CONOCOPHILLIPS	2/16/2010	7/9/2012	970	37,149	52,660	15,511
CONOCOPHILLIPS	10/15/2008	7/9/2012	200	7,878	10,858	2,980
CONOCOPHILLIPS	6/11/2008	2/21/2012	175	16,571	12,927	(3,644)
CONOCOPHILLIPS	6/11/2008	7/9/2012	945	68,982	51,303	(17,680)
DELL INC	3/1/2011	7/27/2012	7,205	111,999	86,465	(25,534)
DISH NETWORK CORPATION	7/21/2011	9/17/2012	1,310	42,176	42,389	213
DR PEPPER SNAPPLE GROUP	7/14/2010	2/21/2012	220	8,661	8,622	(39)
DR PEPPER SNAPPLE GROUP	7/14/2010	4/26/2012	880	34,643	34,736	93
ENGILITY HOLDINGS INC	10/10/2007	7/27/2012	179	4,581	2,666	(1,915)
EXXON MOBIL CORP COM	10/15/2008	2/21/2012	95	6,220	8,210	1,990
GOLDMAN SACHS GRO 5 35%	2/26/2009	9/18/2012	90,000	80,237	99,203	18,966
GOLDMAN SACHS GRO 5 35%	4/11/2007	9/18/2012	177,000	174,111	195,098	20,987
HERSHEY COMPANY	10/14/2010	9/10/2012	1,005	51,114	72,570	21,456
INTL PAPER CO	5/26/2010	7/19/2012	1,425	32,750	45,847	13,097
INTL PAPER CO	3/3/2010	7/19/2012	1,030	26,094	33,139	7,045
INTL PAPER CO	10/15/2008	2/21/2012	570	10,773	19,135	8,362
INTL PAPER CO	10/15/2008	7/19/2012	105	1,985	3,378	1,394
JOHNSON AND JOHNSON COM	10/20/2010	9/28/2012	145	9,261	9,983	722
JOHNSON AND JOHNSON COM	10/15/2008	9/28/2012	100	6,238	6,885	647
JOHNSON AND JOHNSON COM	9/17/2004	9/28/2012	610	35,731	41,998	6,266
JOHNSON AND JOHNSON COM	9/17/2004	2/6/2012	990	57,990	64,565	6,575
JOHNSON AND JOHNSON COM	7/17/1997	2/6/2012	280	8,811	18,261	9,450
JPMORGAN CHASE & 5 12%	2/5/2008	2/28/2012	124,000	124,602	133,191	8,589
KROGER CO	3/29/2011	7/9/2012	1,485	35,907	33,539	(2,368)
KROGER CO	2/28/2011	7/9/2012	1,045	23,993	23,602	(392)
KROGER CO	10/15/2008	7/9/2012	200	5,022	4,517	(505)

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KROGER CO	12/14/2006	7/9/2012	2,050	49,655	46,300	(3,355)
L-3 COMMNCTNS HLDGS	10/10/2007	8/13/2012	1,079	111,026	74,638	(36,388)
LIMITED BRANDS INC	6/17/2010	2/21/2012	385	9,659	17,656	7,997
LIMITED BRANDS INC	6/17/2010	7/19/2012	1,350	33,868	63,381	29,513
LOCKHEED MARTIN CORP	4/7/2011	9/28/2012	610	49,800	56,603	6,803
LOCKHEED MARTIN CORP	10/15/2008	9/28/2012	100	9,066	9,279	213
LOCKHEED MARTIN CORP	8/25/2008	9/17/2012	515	58,831	47,545	(11,287)
LOCKHEED MARTIN CORP	8/25/2008	9/28/2012	148	16,907	13,733	(3,174)
MARATHON OIL CORP	7/8/2009	2/21/2012	540	9,001	18,565	9,564
MICROSOFT CORP	11/11/2009	2/21/2012	385	11,281	12,097	816
MICROSOFT CORP	10/15/2008	2/21/2012	75	1,751	2,357	606
MOTOROLA SOLUTIONS INC	2/3/2011	6/13/2012	980	38,189	46,392	8,204
MOTOROLA SOLUTIONS INC	10/28/2010	3/15/2012	278	9,227	14,021	4,794
MOTOROLA SOLUTIONS INC	10/28/2010	6/13/2012	209	6,937	9,894	2,957
MOTOROLA SOLUTIONS INC	9/14/2010	2/21/2012	245	8,240	12,382	4,142
MOTOROLA SOLUTIONS INC	9/14/2010	3/15/2012	797	26,806	40,196	13,390
MURPHY OIL CORP	3/16/2011	6/13/2012	810	55,883	35,819	(20,063)
NABORS INDUSTRIES LTD	11/25/2009	8/29/2012	2,780	59,596	40,475	(19,122)
NORTHROP GRUMMAN CORP	9/2/2009	9/17/2012	1,040	45,077	68,627	23,550
PHILLIPS 66 SHS	2/16/2010	5/8/2012	485	11,040	14,296	3,256
PHILLIPS 66 SHS	10/15/2008	5/8/2012	100	2,341	2,948	606
PHILLIPS 66 SHS	6/11/2008	5/8/2012	472	20,479	13,913	(6,566)
RAYTHEON CO DELAWARE NEW	5/31/2006	2/21/2012	185	8,424	9,270	847
SAFEWAY INC NEW	10/15/2008	7/9/2012	200	4,278	3,489	(790)
SAFEWAY INC NEW	1/12/2006	7/9/2012	1,870	45,604	32,617	(12,987)
SARA LEE CORP COM	6/28/2010	3/15/2012	3,835	56,192	81,646	25,454
SPRINT NEXTEL CORP	7/14/2011	7/19/2012	12,165	65,083	44,158	(20,925)
SYMANTEC CORP COM	9/28/2010	2/21/2012	550	8,585	9,950	1,364
TARGET CORP COM	10/20/2010	9/28/2012	110	5,965	6,988	1,023
TARGET CORP COM	4/9/2010	9/28/2012	1,090	60,778	69,243	8,464
TARGET CORP COM	3/3/2010	9/28/2012	230	11,916	14,611	2,695
UNITEDHEALTH GROUP INC	1/13/2011	2/21/2012	225	8,909	12,431	3,522
UNITEDHEALTH GROUP INC	1/13/2011	6/6/2012	400	15,838	22,729	6,891
UNUM GROUP	10/20/2010	7/19/2012	265	5,928	5,130	(798)
UNUM GROUP	11/5/2008	7/19/2012	1,730	32,777	33,490	712
UNUM GROUP	10/24/2008	2/21/2012	375	5,492	8,775	3,283
UNUM GROUP	10/24/2008	7/19/2012	1,950	28,557	37,748	9,191
US TSY 1 375% NOV 15 20	11/17/2009	2/27/2012	194,000	194,135	195,674	1,540
US TSY 3 375% NOV 30 20	12/20/2007	2/27/2012	182,000	181,730	186,372	4,642
VERIZON COMMUNICATNS COM	6/5/2009	7/19/2012	990	27,366	44,139	16,773
WAL-MART STORES 2 87% 20	3/31/2010	2/27/2012	96,000	96,023	102,343	6,320
WELLPOINT INC	10/29/2008	2/21/2012	125	4,768	8,282	3,514
WELLPOINT INC	10/29/2008	7/19/2012	1,265	48,253	79,221	30,968
WELLPOINT INC	10/29/2008	6/13/2012	180	6,866	12,405	5,539
WSTN DIGITAL CORP DEL	2/25/2008	2/21/2012	205	6,712	8,300	1,588
Total Long Term				10,231,781	11,711,965	1,480,187

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CAMECO CORP COM	6/1/2012	9/18/2012	10	188	217	29
BLACKROCK GNMA INST	3/30/2012	4/23/2012	0.41	4	4	-
BLACKROCK GNMA INST	3/28/2012	4/23/2012	90,585	937,555	942,990	5,435
BLACKROCK GNMA INST	3/28/2012	4/23/2012	0.565	6	6	-
CALL GLD JUL 00155 00	4/2/2012	7/23/2012	-31	(34,099)	-	34,099
CALL SLV DEC 00032 00	8/24/2012	12/22/2012	-150	(16,200)	-	16,200
CALL SLV JUN 00032 00	3/21/2012	6/18/2012	-150	(24,900)	-	24,900
CALL SLV MAR 00032 00	12/20/2011	3/19/2012	-150	(16,500)	-	16,500
SPDR GOLD TRUST	3/28/2012	10/18/2012	200	32,216	31,849	(367)
SPDR GOLD TRUST	3/28/2012	10/22/2012	2,900	467,132	461,815	(5,317)
STANDARD&POORS DEP RCPT	7/23/2012	9/21/2012	7,700	1,034,957	1,057,263	22,306
STANDARD&POORS DEP RCPT	4/23/2012	7/23/2012	7,500	1,022,303	1,050,591	28,288
STANDARD&POORS DEP RCPT	4/18/2011	2/21/2012	10,000	1,295,600	1,262,177	(33,423)
STANDARD&POORS DEP RCPT	3/31/2011	1/23/2012	6,000	739,275	732,166	(7,109)
3M COMPANY	9/28/2012	10/18/2012	600	55,637	56,812	1,175
3M COMPANY	7/19/2012	10/18/2012	925	84,034	87,585	3,551
ABBOTT LABS	6/1/2012	10/18/2012	10	607	656	49
ACTIVISION BLIZZARD INC	11/16/2011	10/18/2012	2,835	35,074	32,147	(2,928)
AGILENT TECHNOLOGIES INC	8/29/2012	10/18/2012	1,690	62,882	62,283	(599)
AMER EXPRESS COMPANY	6/1/2012	10/18/2012	10	536	580	43
AMERICAN INTERNATIONAL	9/18/2012	10/18/2012	2,385	82,482	88,868	6,386
ANHEUSER-BUSCH IN 2 50%	9/19/2012	10/17/2012	84,000	84,390	85,194	804
APPLE INC	7/19/2012	10/18/2012	270	165,675	171,271	5,597
APPLE INC	6/6/2012	10/18/2012	50	28,613	31,717	3,104
BANK OF NOVA SCOTIA	6/1/2012	10/18/2012	10	497	555	57
BHP BILLITON FIN 1 62%	2/27/2012	10/17/2012	159,000	159,693	162,126	2,433
BHP BILLITON LTD ADR	6/1/2012	10/18/2012	10	614	721	107
CA INC	3/15/2012	10/18/2012	875	24,141	21,812	(2,329)
CANADIAN NATL RAILWAY CO	6/1/2012	10/18/2012	10	800	887	88
CATERPILLAR INC DEL	6/1/2012	10/18/2012	10	864	868	4
CENTURYLINK INC SHS	6/1/2012	10/18/2012	20	748	790	43
CF INDS HLDGS INC	2/21/2012	10/18/2012	415	77,434	88,014	10,580
CHEVRON CORP	6/1/2012	10/18/2012	10	968	1,148	180
CHUBB CORP	6/1/2012	10/18/2012	10	705	810	105
CHUBB CORP	3/30/2012	10/18/2012	345	23,964	27,942	3,978
CITIGROUP INC 4 50% 2022	2/28/2012	10/17/2012	80,000	81,949	89,227	7,278
CITIGROUP INC COM NEW	6/13/2012	10/18/2012	3,220	89,191	123,913	34,722
COCA COLA COM	9/17/2012	10/18/2012	1,680	64,329	63,185	(1,144)
COCA COLA COM	6/1/2012	10/18/2012	20	733	752	19
COMCAST CORP NEW CL A	9/28/2012	10/18/2012	2,205	79,182	82,428	3,246
COMCAST CRP NEW CL A SPL	6/1/2012	10/18/2012	10	284	364	80
CONOCOPHILLIPS	6/1/2012	10/18/2012	10	514	583	69
CVS CAREMARK CORP	9/28/2012	10/18/2012	660	31,772	30,769	(1,003)
CVS CAREMARK CORP	7/9/2012	10/18/2012	2,285	108,336	106,526	(1,810)
DEERE CO	6/1/2012	10/18/2012	10	719	870	150
DIAGEO PLC SPSD ADR NEW	6/1/2012	10/18/2012	10	934	1,135	201
DOMINION RES INC NEW VA	6/1/2012	10/18/2012	10	518	534	17
DOW CHEMICAL CO	6/1/2012	10/18/2012	10	307	303	(4)
DU PONT E I DE NEMOURS	6/1/2012	10/18/2012	20	949	1,006	56
ENBRIDGE INC COM	6/1/2012	10/18/2012	20	767	813	46
EQT CORP	6/1/2012	10/18/2012	10	451	611	160
EXPRESS SCRIPTS HLDG CO	7/9/2012	10/18/2012	1,595	87,316	102,197	14,881
EXXON MOBIL CORP COM	7/9/2012	10/18/2012	1,440	120,175	134,359	14,184
FEDERAL NATL MTG ASSOC	9/18/2012	10/17/2012	217,000	218,965	218,808	(157)
FIRST EAG OVERSEAS I	12/14/2011	11/19/2012	0.569	12	13	1

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FIRST EAG OVERSEAS I	2/7/2011	11/19/2012	1	23	22	(1)
FIRST EAG OVERSEAS I	2/7/2011	11/19/2012	1	23	23	(1)
FIRST EAG OVERSEAS I	2/7/2011	11/19/2012	1	23	23	(1)
FIRST EAG OVERSEAS I	2/7/2011	11/19/2012	12	278	269	(9)
FIRST EAG OVERSEAS I	2/7/2011	11/19/2012	97	2,248	2,178	(70)
FIRST EAG OVERSEAS I	2/7/2011	11/19/2012	37	857	831	(27)
GAP INC DELAWARE	4/30/2012	10/18/2012	1,065	30,382	39,426	9,044
GENERAL ELECTRIC	6/1/2012	10/18/2012	30	560	688	128
GENERAL MILLS	6/1/2012	10/18/2012	10	380	404	24
GENL DYNAMICS CORP COM	6/1/2012	10/18/2012	10	631	682	51
GENL ELEC CAP COR 2 95%	2/28/2012	10/17/2012	78,000	81,483	82,647	1,163
GOLDMAN SACHS GRO 5 75%	9/18/2012	10/17/2012	151,000	173,086	178,206	5,120
GOLDMAN SACHS GROUP INC	9/28/2012	10/18/2012	595	67,910	74,910	7,000
GOOGLE INC CL A	8/29/2012	10/18/2012	35	23,952	24,385	433
GOOGLE INC CL A	7/19/2012	10/18/2012	200	119,187	139,342	20,155
HOME DEPOT INC	6/1/2012	10/18/2012	10	484	616	133
INTEL CORP	6/1/2012	10/18/2012	20	506	435	(71)
JOHNSON AND JOHNSON COM	8/29/2012	10/18/2012	45	3,048	3,252	204
JOHNSON CONTROLS INC	6/1/2012	10/18/2012	20	584	536	(48)
JPMORGAN CHASE & CO	7/19/2012	10/18/2012	330	11,383	14,227	2,844
JPMORGAN CHASE & CO	6/13/2012	10/18/2012	2,815	96,611	121,360	24,749
JPMORGAN CHASE & CO	6/1/2012	10/18/2012	30	965	1,293	328
KLA TENCOR CORP PV\$0 001	8/29/2012	10/18/2012	1,165	60,768	53,717	(7,051)
LORILLARD INC	6/1/2012	10/18/2012	10	1,204	1,181	(23)
MARATHON OIL CORP	6/1/2012	10/18/2012	10	242	315	73
MCDONALDS CORP COM	6/1/2012	10/18/2012	10	869	928	59
MCKESSON CORPORATION COM	3/15/2012	10/18/2012	290	25,325	26,511	1,186
MEADWESTVACO CORP	6/1/2012	10/18/2012	20	527	619	92
MERCK AND CO INC SHS	9/28/2012	10/18/2012	560	25,245	26,848	1,603
MERCK AND CO INC SHS	7/19/2012	10/18/2012	2,675	117,619	128,245	10,626
MERCK AND CO INC SHS	6/1/2012	10/18/2012	10	373	479	106
MICROSOFT CORP	6/1/2012	10/18/2012	10	287	294	7
MICROSOFT CORP	3/15/2012	10/18/2012	1,145	37,646	33,640	(4,006)
MICROSOFT CORP	12/7/2011	10/18/2012	155	3,963	4,554	591
NEXTERA ENERGY INC SHS	6/1/2012	10/18/2012	10	648	718	71
PFIZER INC	9/28/2012	10/18/2012	1,130	28,194	29,404	1,210
PFIZER INC	8/15/2012	10/18/2012	5,285	127,633	137,524	9,891
PHILIP MORRIS INTL INC	6/1/2012	10/18/2012	10	828	888	60
PHILIP MORRIS INTL INC	3/15/2012	10/18/2012	335	28,753	29,756	1,003
PHILIP MORRIS INTL INC	1/6/2012	10/18/2012	505	38,945	44,857	5,912
PHILIP MORRIS INTL INC	10/19/2011	10/18/2012	1,205	80,793	107,034	26,241
PROCTER & GAMBLE CO	6/1/2012	10/18/2012	10	618	693	75
PRUDENTIAL FINANCIAL INC	8/29/2012	10/18/2012	95	5,187	5,682	495
PRUDENTIAL FINANCIAL INC	2/21/2012	10/18/2012	830	51,212	49,640	(1,572)
PUB SVC ENTERPRISE GRP	6/1/2012	10/18/2012	10	313	332	19
RAYTHEON CO DELAWARE NEW	6/1/2012	10/18/2012	10	499	567	68
RIO TINTO PLC SPNSRD ADR	6/1/2012	10/18/2012	10	428	524	96
TIME WARNER CABLE INC	9/28/2012	10/18/2012	305	29,076	30,545	1,469
TIME WARNER CABLE INC	9/18/2012	10/18/2012	675	62,510	67,599	5,089
TORONTO DOMINION BANK	8/30/2012	10/18/2012	45	3,662	3,801	139
TOTAL S A SP ADR	6/1/2012	10/18/2012	10	424	521	97
TRAVELERS COS INC	6/1/2012	10/18/2012	20	1,221	1,481	260
UNILEVER NV NY REG SHS	6/1/2012	10/18/2012	20	617	744	128
UNITED TECHS CORP COM	6/1/2012	10/18/2012	20	1,450	1,582	132
US BANCORP (NEW)	7/27/2012	10/18/2012	2,480	84,448	85,014	566
US BANCORP (NEW)	6/1/2012	10/18/2012	30	897	1,028	132

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US TSY 1 000% OCT 31 20	9/18/2012	10/17/2012	102,000	103,866	103,633	(233)
US TSY 1 250% SEP 30 20	2/27/2012	10/17/2012	290,000	295,966	297,091	1,125
US TSY 2 000% APR 30 20	9/18/2012	10/17/2012	98,000	103,372	103,137	(235)
US TSY 2 625% JUN 30 20	2/27/2012	10/17/2012	118,000	122,584	122,660	76
V F CORPORATION	6/1/2012	10/18/2012	10	1,348	1,680	332
VALERO ENERGY CORP NEW	11/29/2011	10/18/2012	985	21,300	29,194	7,895
VALERO ENERGY CORP NEW	11/16/2011	10/18/2012	2,280	51,849	67,576	15,727
VERIZON COMMUNICATNS COM	5/9/2012	10/18/2012	830	33,557	38,071	4,514
VERIZON COMMUNICATNS COM	2/21/2012	10/18/2012	785	30,474	36,007	5,533
WAL-MART STORES INC	6/1/2012	10/18/2012	10	656	764	108
WELLS FARGO & CO NEW DEL	6/1/2012	10/18/2012	40	1,223	1,385	162
WEYERHAEUSER CO	6/1/2012	10/18/2012	20	387	568	181
ACTIVISION BLIZZARD INC	8/17/2011	2/21/2012	3,395	37,422	40,807	3,385
APACHE CORP	3/30/2012	8/29/2012	510	51,162	44,059	(7,103)
CLIFFS NATURAL RESOURCES	6/1/2011	2/21/2012	135	11,940	9,152	(2,789)
DELL INC	3/1/2011	2/21/2012	560	8,705	10,147	1,442
DISCOVER FINL SVCS	5/17/2011	3/30/2012	1,155	29,107	38,321	9,214
DISH NETWORK CORPATION	7/21/2011	2/21/2012	500	16,097	14,325	(1,772)
INTL PAPER CO	10/7/2011	7/19/2012	1,285	31,175	41,343	10,168
LORILLARD INC	10/13/2011	9/28/2012	465	53,891	54,211	320
LYONDELLBASELL INDUSTRIE	8/10/2011	2/21/2012	175	5,669	7,653	1,984
LYONDELLBASELL INDUSTRIE	8/10/2011	3/6/2012	1,200	38,873	47,521	8,648
MOTOROLA SOLUTIONS INC	1/12/2011	6/13/2012	1	-	47	47
PHILIP MORRIS INTL INC	10/19/2011	2/21/2012	170	11,398	13,960	2,562
VALERO ENERGY CORP NEW	11/16/2011	2/21/2012	335	7,618	8,604	986
VALERO ENERGY CORP NEW	11/16/2011	6/13/2012	225	5,117	4,869	(248)
Total Short Term				9,727,072	10,120,057	392,982
Total Capital Gains				19,958,853	21,832,022	1,873,169

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - EVERBANK	267.	267.
TOTAL	<u>267.</u>	<u>267.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME MERRILL LYNCH	306,442.	306,442.
INTEREST INCOME MERRILL LYNCH	115,099.	115,009.
TOTAL	<u>421,541.</u>	<u>421,451.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	3,700.			3,700.
TOTALS	<u>3,700.</u>			<u>3,700.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	83,487.	83,487.
TOTALS	<u>83,487.</u>	<u>83,487.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAXES ON INVEST INCOME	18,550.
TOTALS	<u>18,550.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER EXPENSES	3,320.	3,320.
PENALTY	7.	
TOTALS	<u>3,327.</u>	<u>3,320.</u>

ATTACHMENT 7FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL TAX	15,431.	15,874.	15,874.
TOTALS	<u>15,431.</u>	<u>15,874.</u>	<u>15,874.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>
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SEE STATEMENT	1,486,894.
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US OBLIGATIONS TOTAL	<u>1,486,894.</u>
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Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>U. S. Government Obligations</u>			
United States Treasury Note 3 375% 11/30/12	181,729	-	-
Fed Home Loan Mtg Corp 4.875% 11/15/13	180,545	-	-
United States Treasury Note 2 625% 6/30/14	172,754	-	-
Fed Nat'l Mort Assoc Global Notes 4 375% 9/15/12	192,082	-	-
Fed Nat'l Mort Assoc	119,794	-	-
Fed Nat'l Mort Assoc	8,163	-	-
Fed Home Loan Mtg Corp	84,378	-	-
Fed Nat'l Mort Assoc	265,591	-	-
Fed Home Loan Mtg Corp	7,369	-	-
United States Treasury Note 1.375% 11/15/12	194,166	-	-
Federal Home Loan Mortgage Corp	80,323	-	-
U. S. Government Obligations	1,486,894	-	-

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT	7,224,175.	14,092,187.	14,080,981.
TOTALS	<u>7,224,175.</u>	<u>14,092,187.</u>	<u>14,080,981.</u>

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>Corporate Stock</u>			
3 M Company	11,123	-	-
Abbott Labs	10,054	-	-
Ace Limited	6,751	-	-
Activision Blizzard Inc	89,031	-	-
Aetna Inc	71,405	-	-
Altera Corp	89,569	-	-
American Express Company	7,543	-	-
Ameriprise Financial Inc	55,552	-	-
Amgen Inc	130,608	-	-
Analog Devices Inc	63,087	-	-
Apple Inc	50,519	-	-
AT & T Inc	58,349	-	-
Bank of Nova Scotia	14,121	-	-
BHP Billiton Ltd	33,248	-	-
Blackrock GNMA Inst	153,668	1,276,155	1,257,924
Black Rock Equity Dividend Fund	-	1,405,287	1,415,040
Bristol Myers Squibb Co	16,346	-	-
CA inc	63,772	-	-
Cameco Corp	8,364	-	-
Canadian National Railway Co	11,454	-	-
Capital One Finl	113,344	-	-
Cardinal Health Inc	106,023	-	-
Caterpillar Inc	24,106	-	-
Century Link Inc	11,792	-	-
Chevron Corp	124,339	-	-
Chubb Corp	65,802	-	-
Cliffs Natural Resources Inc	71,511	-	-
Coca Cola Enterprises	12,843	-	-
Comcast Crp	8,026	-	-
Conagra Foods Inc	50,924	-	-
Conocophillips	176,331	-	-
Consol Energy Inc	7,340	-	-
Deere Co	19,898	-	-
Delaware Diversified Fund	-	940,858	930,527
Dell Inc	120,704	-	-
Diageo PLC	15,525	-	-
Discover Financial Services	113,840	-	-
Dish Network Corporation	105,846	-	-
Dominion Resources Inc	15,197	-	-
Dover Corp	49,955	-	-
Dow Chemical Co	7,377	-	-
Dr Pepper Snapple Group	97,482	-	-
Dupont E I De Nemours	22,124	-	-
Eaton Vance Floating Rate Fund	-	465,375	466,629
Enbridge Inc	10,515	-	-

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
EQT Corp	7,401	-	-
Exxon Mobil Corp	112,591	-	-
FFI institutional Fund	-	4,400,086	4,400,086
First Eagle Overseas CL I	1,047,130	59,713	63,462
First Energy Corp	6,871	-	-
Fluor corp	102,594	-	-
Forest Laboratories Inc	75,909	-	-
Freeport McMoran Cpr & Gld	60,636	-	-
Gap Inc	52,296	-	-
General Dynamics Corp	10,505	-	-
General Electric Co	17,036	-	-
General Mills	7,285	-	-
Hershey Co	51,114	-	-
Home Depot Inc	10,090	-	-
Honeywell International Inc	84,216	-	-
IBM Corp	16,023	-	-
Intel Corp	9,441	-	-
International Paper Co	102,776	-	-
Invesco Balanced Risk Fund	-	860,005	844,711
Ivy Asset Strategy	-	289,342	291,998
Johnson & Johnson	129,233	-	-
Johnson Controls Inc	7,841	-	-
JP Morgan Chase & Co	32,837	-	-
Kimberly Clark	10,561	-	-
Kroger Co	114,577	-	-
L-3 Communications Hldgs	115,628	-	-
Limited Brands Inc	81,153	-	-
Lockheed Martin Corp	134,604	-	-
Lorrillard Inc	62,984	-	-
Lyondellbasell Industries	88,656	-	-
Marathon Oil Corp	109,105	-	-
Marathon Petroleum Corp	4,119	-	-
McDonalds Corp	20,097	-	-
McKesson Corp	31,110	-	-
Meadwest Vaco Corp	8,628	-	-
Merck Co Inc	12,884	-	-
Microsoft Corp	188,890	-	-
Motorola Inc	89,444	-	-
Murphy Oil Corp	55,883	-	-
Nabors industries Ltd	59,596	-	-
News Corp	56,447	-	-
Nextera Energy Inc	12,945	-	-
NorthEast Utilities	7,659	-	-
Northrup Grumman Corp	53,859	-	-
NRG Energy Inc	91,228	-	-
Occidental Petroleum	18,930	-	-
Peabody Energy Corp	10,536	-	-
Permanent Portfolio Fund	-	467,965	466,561

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
Pfizer	10,717	-	-
Philip Morris Intl Inc	110,592	-	-
Praxair Inc	14,828	-	-
Procter & Gamble Co	17,171	-	-
Prudential Financial Inc	55,466	-	-
Public Service Enterprise Group	7,580	-	-
Raytheon Co	85,749	-	-
Rio Tinto PLC	13,455	-	-
Ross Stores Inc	30,840	-	-
Safeway Inc	49,882	-	-
Sara Lee Corp	56,192	-	-
Schlumberger Ltd	12,328	-	-
Sempra Energy	6,721	-	-
Southern Company	12,162	-	-
Sprint Nextel Corp	65,083	-	-
Symantec Corp	102,168	-	-
Target Corp	78,659	-	-
Templeton Global Bond Fund	-	472,374	466,079
Tocqueville Gold Fund	-	190,533	182,530
Toronto Dominion Bank	8,157	-	-
Total SA	16,193	-	-
Travelers Cos Inc	76,048	-	-
Unilever NV	17,643	-	-
United Health Group Inc	116,802	-	-
United Techs Corp	21,339	-	-
Unum Group	72,753	-	-
US Bancorp	12,588	-	-
V F Corporation	11,394	-	-
Valero Energy Corp	85,884	-	-
Verizon Communications Corp	77,572	-	-
Virtus Multi Sector Fund	-	465,316	466,716
Vodafone Group PLC	9,494	-	-
Walmart Stores	10,348	-	-
WellPoint Inc	59,887	-	-
Wells Fargo Advanced Premier Fund	-	1,395,000	1,423,505
Wells Fargo & Co	25,021	-	-
Western Digital Corp	77,637	-	-
Western Union Co	107,528	-	-
Weyerhaeuser Co	9,538	-	-
Yacktman Focused Fund	-	1,404,178	1,405,213
Corporate Stock	7,224,175	14,092,187	14,080,981

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>
--------------------	---------------------------------

SEE STATEMENT

2,202,798.

TOTALS

2,202,798.

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>Corporate Bonds</u>			
A T & T Inc 5.5% 2/1/18	221,708	-	-
General Electric Co 5.0% 2/1/13	232,765	-	-
JP Morgan Chase 5 125% 9/15/14	280,819	-	-
Pepsico Inc 5 0% 6/1/18	120,749	-	-
BP Capital Markets 3 875% 3/10/15	229,998	-	-
Citigroup Funding Inc 2.25% 12/10/12	172,105	-	-
Cisco Systems Inc 4 45% 1/15/20	230,687	-	-
Goldman Sachs Group Inc	254,348	-	-
Verizon Communications 6 35% 4/1/19	223,675	-	-
Walmart Stores 2 875% 4/1/15	235,944	-	-
Corporate Bonds	2,202,798	-	-

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER INVESTMENTS	2,365,838.	1,154,120.	1,103,350.
TOTALS	<u>2,365,838.</u>	<u>1,154,120.</u>	<u>1,103,350.</u>

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Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>Other Investments</u>			
Standard & Poors Dep Recpt	2,034,875	710,953	712,050
Call Spy 00134 000 Exp 2/16/13	(92,198)	(48,949)	(49,250)
Call SLV 00032 000 Ishares Silver Tr	(16,500)	-	-
Call Spy 00113 000 Standard & Poors RCPT	(54,179)	-	-
Ishares Silver Tr	493,840	492,116	440,550
Other Investments	2,365,838	1,154,120	1,103,350

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SUSAN W. BRODEUR C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
JAMES W. BURKE C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 5.00	20,000.	0	0
EDWARD MCCARTHY, JR. C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
CHARLES WILLIAMS, III C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
DAVID F. WILLIAMS C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PATRICK M. WILLIAMS C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
GRAND TOTALS		120,000.	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MERRILL LYNCH 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	INVESTMENT ADVISORY	83,487.
TOTAL COMPENSATION		<u>83,487.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHED STATEMENT

NONE

501(C)(3) ORG

FURTHER THE CHARITABLE GOALS OF THE DONEE
ORGANIZATION

648,500.

TOTAL CONTRIBUTIONS PAID

648,500.

Edna Sproull Williams Foundation

51-0198606

December 31, 2012

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Baptist Foundation 1320 Hendricks Ave, Suite 2 Jacksonville, F1987L 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide financial counseling to its members	12,500
Beaches Area Historical Society, Inc. 381 Beach Blvd Jacksonville Beach, FL 32250	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to provide local artifacts and displays for local use	5,000
Catholic Diocese of St Augustine 134 E Church St Jacksonville, FL 32202		501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to support operations of camps for disabled children	5,000
Christian Healing Ministries, Inc P.O Box 9520 Jacksonville, Florida 32208	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to complete its religious and charitable works	50,000
Community Connections PO Box 41086 Jacksonville, FL 32203	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to strengthen homeless & low income families to enable them to achieve self-sufficiency and become productive members of the community.	20,000
Daniel Memorial, Inc 4203 Southpoint Blvd Jacksonville, FL 32216	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission To see the furtherance of charitable, scientific, and educational activities in the local community	5,000
Downtown Ecumenical Council 215 Ocean St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to offer financial assistance up to \$200 for rent and utilities and a food pantry service to needy families and the disabled.	25,000
East West Ministries 2001 W Plano Parkway, Suite 3000 Plano, TX 75075	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to mobilize the Body of Christ to evangelize the lost and equip local believers to multiply disciples and healthy churches among unreached peoples and/or in restricted access communities.	5,000

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Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Episcopal Outreach Ministry 12236 Mandarin Road Jacksonville, FL 32223	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide material and spiritual support to foreign, national and local missionaries and mission organizations. Support has been provided to several Foreign missionaries, as well as National & Local Organizations	7,500
Family First (Florida Family Council) 5211 W Laurel Street Tampa, FL 33607	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to use modern technology and offline events to strengthen the family by establishing "family" as a top priority in people's lives	15,000
Family Nurturing Center 1221 King St Jacksonville, FL 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to continue to develop and maintain a multifaceted supervised visitation & parent education center for children currently placed in foster care	5,000
First Presbyterian Church 118 East Monroe Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of making disciples and equipping them for ministry	21,000
Girls, Inc. 1627 Rogero Rd Jacksonville, FL 32211	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to inspire all girls to be strong, smart, and bold The Organization's main programs are After- school program, Out reach, National Literacy Program, and Summer Camps	10,000
Girl Scouts 1000 Shearer Street Jacksonville, FL 32205	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to build girls of courage, confidence, and character who make the world a better place	20,000
Good Samaritan Health Center 1835 Us Highway 1 S Ste 119 Pmb 325 St Augustine, FL 32084	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to Provide free medical / dental care & preventative healthcare & education to St. Johns County, FL residents who are uninsured and whose income falls below 200% of fed poverty guidelines	10,000
Gordon-Conwell Theological Seminary 130 Essex Street South Hamilton, MA 01982	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide graduate theological education	5,000
Greenwood School 9920 Regency Square Blvd Jacksonville, FL 32225	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	10,000

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Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
L'Arche Harbor House 700 Arlington Road N Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to bring together those with disabilities and those without disabilities to share their lives together	5,000
Here's Life Inner City Jacksonville 5860 Mt Carmel Terrace Jacksonville, Florida 32216	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide hope and practical help for the poor of metropolitan Jacksonville, FL	5,000
Hope Haven 4600 Beach Blvd Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide excellence in educational, psychological & therapeutic services for children, young adults & families with special needs	9,000
Hubbard House PO Box 4909 Jacksonville, FL 32201	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of breaking the cycle of domestic violence in Northeast Florida	20,000
Inn Ministry 1720 Hamilton St Jacksonville, FL 32210	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of providing housing for unwed mothers	5,000
Jacksonville Community Council Inc 2434 Atlantic Boulevard, Suite 100 Jacksonville, Florida 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of involving citizens productively in the public life of the community	5,000
Jacksonville Symphony Association 300 West Water Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to encourage and expand musical appreciation in the community	10,000
Jacksonville University 2800 University Boulevard North Jacksonville, FL 32211-3394	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	10,000
Jacksonville Zoo and Gardens 370 Zoo Pkwy Jacksonville, FL 32218	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to inspire discovery, appreciation and conservation of wildlife, plants and natural resources through innovative experiences	5,000
Jones College Radio 5353 Arlington Expressway Jacksonville, FL 32211	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to broadcast music in Jacksonville	5,000

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Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Junior Achievement of Jacksonville 4049 Woodcock Dr , Ste 200 Jacksonville , FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to educate and inspire young people to value free enterprise, business and economics to improve the quality of their lives	5,000
Literacy Pros of Jacksonville 118 E Monroe St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of helping children achieve academic excellence	3,000
Local Initiatives Support Corp 10 West Adams St Suite 100 Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of helping community development organizations transform distressed neighborhoods into healthy communities	20,000
Mal/Var Washington Kids Foundation 1096 W. 6th Street Jacksonville, FL 32209	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of utilizing tennis as a catalyst to provide other afterschool activities for youth including tutoring & homework assistance & character development	5,000
Mayo Foundation 4500 San Pablo Road Jacksonville, FL 32224	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of providing the best care to every patient every day	10,000
Murray Hill Ministries 932 Edgewood Ave S Jacksonville, FL 32205	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of Evangelism	5,000
Planned Parenthood 3850 Beach Blvd Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide care and education to women for family planning	5,000
Prisoners of Christ 1715 Boulevard Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide Christian ministry & financial assistance to men release from prison	10,000
Riverside Fine Arts Association 1100 Stockton Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	5,000

Edna Sproull Williams Foundation

51-0198606

December 31, 2012

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Salvation Army 10900 Beach Blvd. Jacksonville, FL	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to preach the gospel of Jesus Christ and to meet human needs in His name without discrimination	10,000
Second Harvest 4615 Philips Hwy Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide food for the homeless and poor in the community	32,500
Seniors on a Mission 2050 Art Museum Drive, Suite 102 Jacksonville, Florida 32207	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to love and encourage independent-living senior citizens, enabling them to live longer, healthier, more grace and purpose-filled lives	15,000
Sulzbacher Center Medical Clinic 611 East Adams Street Jacksonville, Florida 32202-2847	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to empower homeless and at-risk men, women and children to achieve a better life through a full range of services,	25,000
Theatre Works, Inc 630 May Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	5,000
The Bridge of Northeast Florida Inc. 1824 Pearl Street Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to create a healthy environment that generates hope for children & families, empowering them to develop as responsible members of society	20,000
The Sanctuary 4751 Walgreen Rd Jacksonville, FL 32209	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to create self sufficient adults by providing nurturing relationships, academic support and a safe and enriching environment	13,000
Tree Hill, Inc 7152 Lone Star Road Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide environmental education	5,000
United Way 1300 Riverplace Blvd Ste 500 Jacksonville, FL	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide funding to community based organizations in need	20,000
University of Florida Foundation P.O. Box 14425 Gainesville, FL 32604	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide education	5,000

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Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Volunteers in Medicine 41 E Duval St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to serve the working uninsured & their families by providing access to free, high quality primary and preventive health care services	15,000
WJCT 100 Festival Park Avenue Jacksonville, Florida 32202-1397	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide membership supported television & radio audiences with non commercial education, cultural and civic programming	10,000
YMCA of Florida's First Coast 12735 Gran Bay Pkwy W, Suite 250 Jacksonville, FL 32258	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to meet the health and social service needs of 16.9 million men, women and children.	50,000
Young Life PO Box 2173 Jacksonville , FL 32203-2173	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of introducing adolescents to Jesus Christ and helping them grow in their faith	45,000

TOTAL

648,500

FEDERAL FOOTNOTES

PART VII B QUESTION 4 THE FOUNDATION PAYS ITS TRUSTEES A FEE OF \$20,000 PER YEAR, THIS FEE IS FOR THE SERVICE TO THE TRUST AND IS A REASONABLE LEVEL OF COMPENSATION FOR TRUSTEES OF A FOUNDATION OF THIS SIZE.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

EDNA SPROULL WILLIAMS FOUNDATION

51-0198606

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

C/O MR. JAMES BURKE

City, town or post office, state, and ZIP code. For a foreign address, see instructions

SWITZERLAND, FL 32259

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MR. JAMES W. BURKE

Telephone No ► 904 287-0101

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	45,874.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	15,874.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	30,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)