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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation Ted and Betty Williams Charitable Trust		A Employer identification number 71-6172017
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 501-370-1546 or 501-791-7511
c/o Gwynne Hinterthuer, 37 Kings River Road City or town, state, and ZIP code North Little Rock, AR 72116		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2399241	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	90620	90620	90620	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		7692		
	8 Net short-term capital gain			0	
	9 Income modifications			0	
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold			0		
c Gross profit or (loss) (attach schedule)			0		
11 Other income (attach schedule)			0		
12 Total. Add lines 1 through 11	90620	98312	90620		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	29175	29175	29175	29175
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	4275	4275	4275	4275
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2684	2684	2684	2684
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	36134	36134	36134	36134
	25 Contributions, gifts, grants paid	120000			120000
26 Total expenses and disbursements. Add lines 24 and 25	156134	36134	36134	156134	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<65514>				
b Net investment income (if negative, enter -0-)		62178			
c Adjusted net income (if negative, enter -0-)			54486		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2012)

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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		42709	104683	104683
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)	271467	298126	312119	
	b	Investments—corporate stock (attach schedule)	699449	718338	872116	
	c	Investments—corporate bonds (attach schedule)	671145	1080719	1110323	
	11	Investments—land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	574336				
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)	2259106	2201866	2399241		
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	2259106	2201866		
	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)	2259106	2201866		
	31	Total liabilities and net assets/fund balances (see instructions)	2259106	2201866		

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	2259106
2	Enter amount from Part I, line 27a	2	<65514>
3	Other increases not included in line 2 (itemize) ▶ Basis adjustment	3	8274
4	Add lines 1, 2, and 3	4	2201866
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	2201866

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	Equities	P		
b	Fixed Corporates	P		
c	Treasuries	P		
d	Agencies	P		
e	Miscellaneous	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	74007		56578	17429
b	245139		243528	1611
c	296663		296368	295
d	140190		151255	<11065>
e	7852		8430	<578>

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

(i) FMV 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	7692
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	155512	2368084	6.56
2010	149256	2347177	6.36
2009	147856	2241334	6.60
2008	135448	2412903	5.61
2007	127908	2643533	4.84

2	Total of line 1, column (d)	2	29.97
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	5.99
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2438458
5	Multiply line 4 by line 3	5	146064
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	622
7	Add lines 5 and 6	7	146686
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	156134

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		622
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		622
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		622
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		622
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► ghinter@comcast.net and eiseman@fridayfirm.com				
14	The books are in care of ► Gwynne Hinterthuer	Telephone no. ►	501-791-7511	
	Located at ► 37 Kings River Road, North Little Rock, AR	ZIP+4 ►	72116-6312	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	15	<input type="checkbox"/>	
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? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
	Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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	✓
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? <input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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 ☒ NoIf "Yes" to 6b, file Form 8870 **6b****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 **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
Byron M. Eiseman, Friday, Eldredge & Clark, 400 West Capitol Ave., S. 2000, Little Rock, AR 72201	Co-Trustee; < 2 hrs.	0	0	0
Gwynne R. Hinterthuer, 37 Kings River Road, North Little Rock, AR 72116	Co-Trustee; < 3 hrs.	7500	0	0
Mary Melissa Bane, 8908 Windjammer Dr., Raleigh, NC 72615	Co-Trustee; < 2 hrs.	7500	0	0
Regions Morgan Keegan Trust, 400 W. Capitol Ave., 7th Floor, Little Rock, AR 72201	Co-Trustee; < 1 hr.	14175	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
N/A				

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

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
N/A		
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 See attached schedule.	
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	2345101
b	Average of monthly cash balances	1b	130491
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2475592
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	0
3	Subtract line 2 from line 1d	3	2475592
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	37134
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2438458
6	Minimum investment return. Enter 5% of line 5	6	121923

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	121923
2a	Tax on investment income for 2012 from Part VI, line 5	2a	622
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	622
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	121301
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	121301
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	121301

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	156134
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	156134
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	622
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	155512

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				121301
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 20 <u>10</u> ,20 <u>09</u> ,20 <u>08</u>		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0			
b From 2008	47840			
c From 2009	37369			
d From 2010	44307			
e From 2011	19150			
f Total of lines 3a through e	148666			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ <u>156134</u>				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2012 distributable amount				121301
e Remaining amount distributed out of corpus	93956			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	242622			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	242622			
10 Analysis of line 9:				
a Excess from 2008	11339			
b Excess from 2009	37369			
c Excess from 2010	33411			
d Excess from 2011	0			
e Excess from 2012	93956			

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
N/A				
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:

N/A

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

N/A

- c** Any submission deadlines:

N/A

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

N/A

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 <i>Paid during the year</i>				
Arkansas Tech University Foundation, P. O. Box 8820, Russellville, AR 72801			Scholarships	35000
Ouachita Baptist University Foundation, Box 3574, Arkadelphia, AR 71998			Scholarships	30000
University of Arkansas Bowen School of Law, 1201 McMath Ave., Little Rock, AR 72201			Scholarships	10000
N. Little Rock First United Methodist Church Endowment Fund, 6701 JFK, N. Little Rock, AR 72116			Scholarships	5000
University of Arkansas at Little Rock Golf Foundation, 2801 S. University, Little Rock, AR 72204			Scholarships	10000
Baptist Health Foundation, 9601 I-630, Little Rock, AR 72205			Scholarships	5000
Arkansas Symphony Orchestra, 2417 N. Tyler, Little Rock, AR 72207			Scholarships	5000
Immanuel Baptist Church, 501 N. Shackelford Rd., Little Rock, AR 72211			Scholarships	10000
Razorback Foundation, 1295 S. Razorback Rd., Suite A, Fayetteville, AR 72701			Scholarships	10000
Total			3a	120000
b <i>Approved for future payment</i>				
Total			3b	

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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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					
4	Dividends and interest from securities			14	90620	
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					
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)				90620	
13	Total. Add line 12, columns (b), (d), and (e)					90620

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

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

[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Gwynne R. Winterthun
Signature of officer or trustee

4/29/13
Date

▶ **Co-Trustee**
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN	
------	--

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

SCHEDULES FOR ITEMS PART I, ITEMS 16a and 18

Part I, Item 16a:

Legal fees to Friday, Eldredge & Clark, LLP, for representation of the Ted and Betty Williams Charitable Trust and for preparation of Form 990-PF	\$4,275.00
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Part I, Item 18:

Taxes were the amount of tax due to accompany Form 990-PF for 2011	\$2,684.00
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ACCOUNT STATEMENT

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ACCOUNT NUMBER: **7055000276**

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF ASSETS

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
CASH AND EQUIVALENTS				
104,683.060	999990484 REGIONS TRUST CASH SWEEP	104,683.06	0.02	104,683.06
	CASH	0.00		0.00
TOTAL	CASH AND EQUIVALENTS	104,683.06	0.02	104,683.06
EQUITIES				
COMMON STOCK				
250.000	001055102 AFLAC INC	13,280.00	2.64	13,600.00
520.000	00206R102 AT&T INC	17,529.20	5.34	12,641.20
260.000	002824100 ABBOTT LABS	17,030.00	0.85	13,943.80
1,220.000	02553E106 AMERICAN EAGLE OUTFITTERS INC	25,022.20	2.15	16,201.11
310.000	053015103 AUTOMATIC DATA PROCESSING INC	17,648.30	3.06	13,903.50
430.000	054937107 BB&T CORP	12,517.30	2.75	13,729.90
310.000	071813109 BAXTER INTERNATIONAL INC	20,664.60	2.70	16,041.29
85.000	09247X101 BLACKROCK INC	17,570.35	2.90	15,867.33
230.000	149123101 CATERPILLAR INC	20,609.96	2.32	13,610.94
180.000	166764100 CHEVRON CORP	19,465.20	3.33	13,356.00
500.000	191216100 COCA COLA CO	18,125.00	2.81	13,722.50
530.000	205887102 CONAGRA FOODS INC	15,635.00	3.39	13,737.60
260.000	20825C104 CONOCOPHILLIPS	15,077.40	4.55	10,440.91
310.000	237194105 DARDEN RESTAURANTS INC	13,971.70	4.44	13,549.11
340.000	25746U109 DOMINION RES INC VA NEW	17,612.00	4.07	13,807.40
400.000	26138E109 DR PEPPER SNAPPLE GROUP INC	17,672.00	3.08	15,939.84
310.000	30161N101 EXELON CORP	9,219.40	7.06	13,788.80



ACCOUNT STATEMENT

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ACCOUNT NUMBER: 7055000276

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF ASSETS (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
COMMON STOCK				
210.000	30231G102 EXXON MOBIL CORP	18,175.50	2.83	14,032.20
108.000	35906A108 FRONTIER COMMUNICATIONS CORP	462.24	9.35	967.92
530.000	363576109 GALLAGHER ARTHUR J & CO	18,364.50	3.92	13,472.60
490.000	418056107 HASBRO INC	17,591.00	4.01	16,218.86
320.000	423074103 HEINZ H J CO	18,457.60	3.57	17,036.80
290.000	452308109 ILLINOIS TOOL WORKS INC	17,634.90	2.50	13,560.40
630.000	458140100 INTEL CORP	12,990.60	4.36	13,834.80
320.000	46625H100 J P MORGAN CHASE & CO	14,070.11	2.73	13,868.80
210.000	478160104 JOHNSON & JOHNSON	14,721.00	3.48	13,666.80
220.000	494368103 KIMBERLY CLARK CORP	18,574.60	3.51	13,464.00
560.000	532716107 LIMITED BRANDS	26,353.60	2.12	13,815.20
590.000	577081102 MATTEL INC	21,605.80	3.39	13,747.00
210.000	580135101 MCDONALDS CORP	18,524.10	3.49	13,918.80
600.000	583334107 MEADWESTVACO CORPORATION	19,122.00	3.14	11,544.30
360.000	58933Y105 MERCK & CO INC NEW	14,738.40	4.20	15,991.20
470.000	594918104 MICROSOFT CORP	12,553.56	3.44	13,846.20
460.000	617446448 MORGAN STANLEY GROUP INC	8,795.20	1.05	13,698.80
460.000	629491101 NYSE EURONEXT	14,508.40	3.80	14,554.96
260.000	65339F101 NEXTERA ENERGY, INC	17,989.40	3.47	12,926.08
250.000	655844108 NORFOLK SOUTHERN CORP	15,460.00	3.23	13,842.50
310.000	670346105 NUCOR CORP	13,379.60	3.41	13,736.10

ACCOUNT STATEMENT

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ACCOUNT NUMBER. 7055000276

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF ASSETS (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
COMMON STOCK				
170.000	674599105 OCCIDENTAL PETE CORP	13,023.70	2 82	14,019 90
420.000	704326107 PAYCHEX INC	13,062.00	4.24	13,532.40
260.000	718172109 PHILIP MORRIS INTERNATIONAL INC	21,746 40	4 07	13,626.60
130.000	718546104 PHILLIPS 66	6,903 00	1.88	3,102.49
170.000	74005P104 PRAXAIR INC	18,606.50	2.01	13,921 30
240 000	744320102 PRUDENTIAL FINANCIAL INC	12,799.20	3.00	13,910 40
325.000	755111507 RAYTHEON CO	18,707.00	3.47	16,891 97
410.000	842587107 SOUTHERN CO	17,552.10	4.58	12,492 70
620 000	847560109 SPECTRA ENERGY CORP	16,975.60	4.46	13,801 20
170 000	88579Y101 3M CO	15,784.50	2 54	13,969.60
260.000	89417E109 TRAVELERS COMPANIES, INC.	18,673.20	2 56	13,785 20
530.000	902973304 US BANCORP DEL	16,928.20	2 44	13,790.60
170.000	918204108 VF CORP	25,664.90	2.31	13,584.70
450.000	92343V104 VERIZON COMMUNICATIONS	19,471.50	4.76	14,643 30
400.000	94106L109 WASTE MANAGEMENT INC	13,496.00	4 21	13,640.00
TOTAL	COMMON STOCK	872,115 52	3 28	718,337 91
TOTAL	EQUITIES	872,115 52	3 28	718,337 91

FIXED CORPORATES

11,000.000	001055AC8 AFLAC INC DTD 5/21/09 8.5% 05/15/2019	14,981.23	6 24	13,625.78
12,000 000	00206RAM4 AT&T INC DTD 05/13/08 5.6% 05/15/2018	14,475.36	4.64	13,410 00
14,000.000	0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES. MTN DTD 09/13/2010 2.75% 09/15/2015	14,677 32	2 62	14,281 66

01/01/2013 #24

ACCOUNT NUMBER: 7055000276

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF ASSETS (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
CORPORATES				
14,000.000	03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875% 02/15/2016	14,827.40	2.71	14,204.12
29,000.000	055451AN8 BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	29,214.89	0.99	28,970.54
14,000.000	06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015	14,846.72	3.68	14,772.80
13,000.000	126408GN7 CSX CORP DTD 3/27/08 6.25% 04/01/2015	14,556.88	5.58	14,937.52
13,000.000	12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	14,804.92	4.72	13,949.65
11,000.000	149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	14,921.06	5.82	14,245.33
15,000.000	166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017	15,104.70	1.10	15,057.33
12,000.000	17275RAC6 CISCO SYSTEMS INC CALLABLE 5.5% 02/22/2016	13,716.60	4.81	13,768.26
14,000.000	172967FE6 CITIGROUP INC DTD 06/15/2010 6% 12/13/2013	14,670.04	5.73	15,360.94
12,000.000	20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	14,621.28	4.68	13,355.28
27,000.000	22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014	28,727.73	5.17	29,911.41
14,000.000	25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3.55% 03/15/2015	14,727.44	3.37	14,587.58
14,000.000	26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	14,476.28	2.08	14,009.50
13,000.000	369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	15,090.14	4.57	13,604.50
12,000.000	36962G3P7 GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5.875% 01/14/2038	14,475.00	4.87	12,389.73

ACCOUNT STATEMENT

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ACCOUNT NUMBER: 7055000276

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF ASSETS (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
CORPORATES				
12,000.000	38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	15,099.12	5.96	14,280.60
13,000.000	38141EA33 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	13,835.25	5.64	14,405.69
11,000.000	42809HAB3 HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	14,477.21	6.17	14,035.45
15,000.000	428236BE2 HEWLETT-PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	15,020.55	2.20	15,022.50
14,000.000	458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	14,845.04	3.11	13,947.08
28,000.000	459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	29,099.56	1.88	28,997.64
12,000.000	46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	14,805.12	5.11	13,718.52
13,000.000	50075NBB9 KRAFT FOODS INC DTD 02/08/2010 4.125% 02/09/2016	14,163.63	3.79	13,765.70
12,000.000	59018YN64 MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 04/25/2018	14,465.40	5.70	13,751.16
13,000.000	59022CAJ2 MERRILL LYNCH & CO 6.11% 01/29/2037	14,190.15	5.60	12,921.74
13,000.000	61747YCJ2 MORGAN STANLEY SERIES. MTN DTD 9/23/09 5.625% 09/23/2019	14,702.74	4.97	13,708.11
14,000.000	61747YCK9 MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014	14,607.46	4.03	14,644.84
29,000.000	68323AAE4 ONTARIO (PROVINCE OF) DTD 01/27/2011 1.375% 01/27/2014	29,315.23	1.36	29,260.42
12,000.000	68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	14,604.12	4.72	13,783.08
26,000.000	71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020	29,597.36	5.05	27,506.85

ACCOUNT NUMBER: **7055000276**

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF ASSETS (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
CORPORATES				
11,000.000	717081DB6 PFIZER INC DTD 3/24/09 6.2% 03/15/2019	13,903.78	4.91	12,949.53
13,000.000	74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	14,515.28	4.03	13,163.67
22,000.000	78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	22,052.80	1.20	22,000.55
14,000.000	867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3.5% 01/20/2017	15,034.88	3.26	13,997.54
11,000.000	87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	14,177.79	6.01	13,748.46
12,000.000	87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	14,125.44	4.57	13,665.24
14,000.000	88166HAA5 TEVA PHARMA FIN IV LLC DTD 11/10/2011 1.7% 11/10/2014	14,322.28	1.66	14,004.14
12,000.000	88732JAL2 TIME WARNER CABLE 6.75% 07/01/2018	14,990.16	5.40	13,949.28
14,000.000	89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	15,246.84	3.12	13,964.72
11,000.000	92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	14,356.98	4.60	11,673.86
12,000.000	929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	14,212.44	4.85	13,580.28
10,000.000	931142CM3 WAL MART STORES INC DTD 04/15/2008 6.2% 04/15/2038	13,588.50	4.56	13,412.70
TOTAL	CORPORATES	736,270.10	3.99	708,301.28
TREASURIES				
30,000.000	912810EQ7 UNITED STATES TREASURY 6.25% 08/15/2023	43,012.50	4.36	37,960.56
53,000.000	912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	58,167.50	2.39	53,027.30

ACCOUNT STATEMENT

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ACCOUNT NUMBER: 7055000276

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF ASSETS (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
TREASURIES				
122,000.000	912828PJ3 UNITED STATES TREASURY DTD 11/30/2010 1.375% 11/30/2015	125,584.36	1.34	125,762.60
43,106.280	912828QV5 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021	48,999.77	0.55	45,295.33
TOTAL	TREASURIES	275,764.13	1.89	262,045.79
AGENCIES				
25,000.000	31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	28,608.75	4.37	28,431.00
69,927.890	31368HMT7 FEDERAL NATIONAL MORTGAGE ASSN POOL #190370 DTD 05/01/2006 6% 06/01/2036	76,557.75	5.48	77,019.02
41,000.000	3137EACH0 FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015	43,198.01	2.73	43,811.37
17,080.920	3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	18,301.01	3.73	17,945.65
10,940.820	3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	12,054.81	4.08	11,638.29
16,817.550	31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	18,357.53	4.58	18,139.30
60,682.070	31403DDX4 FEDERAL NATIONAL MORTGAGE ASSN POOL #745418 DTD 03/01/06 5.5% 04/01/2036	66,312.15	5.03	65,830.55
28,183.720	31410G7C1 FEDERAL NATIONAL MORTGAGE ASSN POOL #889291 DTD 03/01/2008 5% 04/01/2023	30,549.18	4.61	30,235.84
25,016.560	31410USZ6 FEDERAL NATIONAL MORTGAGE ASSN POOL #897936 DTD 09/01/2006 5.5% 08/01/2021	27,102.44	5.08	27,221.12
10,204.420	31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	10,946.79	3.73	10,792.78

ACCOUNT NUMBER: **7055000276**

STATEMENT PERIOD: JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF ASSETS (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
AGENCIES				
12,501.290	31418AFC7 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	13,212.74	2.84	13,091.19
10,100.350	31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040	10,945.65	4.15	10,760.03
16,869.720	31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	17,906.03	3.30	17,502.34
TOTAL	AGENCIES	374,052.84	4.44	372,418.48
MISCELLANEOUS				
9,709.780	3128M74W3 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040	10,455.88	4.18	10,353.05
11,177.280	3128M7KV7 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036	12,069.34	4.63	12,111.62
12,683.790	312943WG4 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040	13,830.02	3.67	13,615.26
TOTAL	MISCELLANEOUS	36,355.24	4.13	36,079.93
TOTAL	FIXED	1,422,442.31	3.70	1,378,845.48
GRAND TOTAL ASSETS		2,399,240.89	3.39	2,201,866.45

DETAIL OF TRANSACTIONS

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
BEGINNING BALANCE		235,867.15	235,867.15-	2,259,106.21	
DIVIDENDS					
03/01/12	001055102 AFLAC INC DIVIDEND ON 250 SHS AFLAC INC AT 0.33 PER SHARE PAYABLE 03/01/2012 EX DATE 02/13/2012		82.50		

TED AND BETTY WILLIAMS CHARITABLE TRUST
INSERT FOR FORM 990-PF FOR 2012, PART IX-A

1.	Distribution to Arkansas Tech University Foundation for the purpose of awarding scholarships	\$ 35,000
2.	Distribution to Ouachita Baptist University Foundation for the purpose of awarding scholarships	\$ 30,000
3.	Distribution to Baptist Health Foundation for scholarships in the Nursing program	\$ 5,000
4.	Distribution to Arkansas Symphony Orchestra for the benefit of scholarships for the symphony's children's educational programs	\$ 5,000
5.	Distribution to University of Arkansas Bowen School of Law for the benefit of scholarships	\$ 10,000
6.	Distribution to North Little Rock First United Methodist Church, North Little Rock, Arkansas, for contributions to the male and female scholarship endowment funds	\$ 5,000
7.	Distribution to University of Arkansas at Little Rock Foundation for the purpose of awarding golf scholarships	\$ 10,000
8.	Distribution to Immanuel Baptist Church, Little Rock, Arkansas, For contributions to scholarship funds for students	\$ 10,000
9.	Distribution to Razorback Foundation at University of Arkansas for the purpose of awarding golf scholarships	<u>\$ 10,000</u>
TOTAL DISTRIBUTIONS		\$120,000