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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Name of foundation

THE M.V. WILLIAMS FOUNDATION, INC.

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

5400 N GRAND BLVD

Room/suite

200

City or town

OKLAHOMA CITY

State

OK

ZIP code

73112

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial Return of a former public charity☐ Amended return☐ Name change

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 1,265,316.

J Accounting method.

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

73-1464753

B Telephone number (see the instructions)

(405) 879-2000

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 (att sch)
- 2 Ck ☒ if the foundn is not req to att Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain/(loss) from sale of assets not on line 10
- b Gross sales price for all assets on line 6a
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10a Gross sales less returns and allowances
- b Less Cost of goods sold
- c Gross profit/(loss) (att sch)
- 11 Other income (attach schedule)
- 12 Total. Add lines 1 through 11

37,007.

37,007.

19,050.

359,725.

19,050.

56,057.

56,057.

ADMINISTRATIVE AND OPERATING EXPENSES

- 13 Compensation of officers, directors, trustees, etc
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule)
- b Accounting fees (attach sch)
- c Other prof fees (attach sch)
- 17 Interest
- 18 Taxes (attach schedule)
- 19 Depreciation (attach sch) 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
- 25 Contributions, gifts, grants paid
- 26 Total expenses and disbursements. Add lines 24 and 25
- 27 Subtract line 26 from line 12:
- a Excess of revenue over expenses and disbursements
- b Net investment income (if negative, enter -0-)
- c Adjusted net income (if negative, enter -0-)

10,607.

10,607.

10,960.

21,567.

10,607.

27,650.

27,650.

49,217.

10,607.

27,650.

6,840.

45,450.

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		567.	1,179.	1,179.
	2	Savings and temporary cash investments		13,350.	19,966.	19,966.
	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)	ATTN 4	500.	0.	0.
	7	Other notes and loans receivable (attach sch)				
		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)				
	b	Investments — corporate stock (attach schedule)	ATTN 3	1,175,098.	1,175,210.	1,244,171.
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
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)		1,189,515.	1,196,355.	1,265,316.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
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.			X		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		1,189,515.	1,196,355.	
	30	Total net assets or fund balances (see instructions)		1,189,515.	1,196,355.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,189,515.	1,196,355.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,189,515.
2	Enter amount from Part I, line 27a	2	6,840.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,196,355.
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	1,196,355.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a SEE ATTM 1	P	Various	Various
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 359,725.		340,675.	19,050.
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			19,050.
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	19,050.
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 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 (column (b) divided by column (c))
2011	35,450.	1,137,089.	0.031176
2010	25,500.	990,124.	0.025754
2009	27,800.	836,932.	0.033217
2008	43,441.	1,127,710.	0.038521
2007	67,257.	1,318,325.	0.051017

2 Total of line 1, column (d)	2	0.179685
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	0.035937
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,233,291.
5 Multiply line 4 by line 3	5	44,321.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	455.
7 Add lines 5 and 6	7	44,776.
8 Enter qualifying distributions from Part XII, line 4	8	27,650.

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

Part V 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 <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	909.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	909.
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	909.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	5,894.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	5,894.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,985.	
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax 920. Refunded	11	4,065.	

Part VI-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for 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? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a 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? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) OK - Oklahoma		
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	8 b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10	X

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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? Website address: N/A	13	X	
14	The books are in care of: G. RAINEY WILLIAMS, JR. Telephone no.: (405) 879-2000 Located at: 5400 N GRAND BLVD, SUITE 200, OKLAHOMA CITY, OK ZIP + 4: 73112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> 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?	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:	16		X

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
1 a	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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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? <input type="checkbox"/>	1 c	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? <input type="checkbox"/> Yes <input checked="" 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.) <input type="checkbox"/>	2 b	N/A
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 __		
3 a	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.) <input type="checkbox"/>	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4 a	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? <input type="checkbox"/>	4 b	X

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Part VII 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)?

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

5b N/A

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

☐ Yes ☒ No

N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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
G. RAINEY WILLIAMS, JR. 5400 N GRAND BLVD, #200 OKC OK 73112	PRESIDENT	0.50	0.	0.
MARTHA V. WILLIAMS 5400 N GRAND BLVD, #200 OKC OK 73112	VICE-PRESIDENT	0.00	0.	0.
LUCY A. BROWN 5400 N GRAND BLVD, #200 OKC OK 73112	SECY-TREAS	1.00	0.	0.

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

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

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

None

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

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

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	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	None

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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	1 a	1,239,243.
b Average of monthly cash balances	1 b	12,391.
c Fair market value of all other assets (see instructions)	1 c	438.
d Total (add lines 1a, b, and c)	1 d	1,252,072.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,252,072.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	18,781.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,233,291.
6 Minimum investment return. Enter 5% of line 5	6	61,665.

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	61,665.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	909.
b Income tax for 2012. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	909.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	60,756.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	60,756.
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	60,756.

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 <i>Ann 2</i>	1 a	27,650.
b Program-related investments — total from Part IX-B	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	27,650.
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	27,650.

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				60,756.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	6,137.			
b From 2008	43,441.			
c From 2009	27,800.			
d From 2010	25,500.			
e From 2011	35,450.			
f Total of lines 3a through e	138,328.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 27,650.				
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) ATMS	27,650.			
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	60,756.			60,756.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	105,222.			
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				
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)				
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	105,222.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	16,622.			
c Excess from 2010	25,500.			
d Excess from 2011	35,450.			
e Excess from 2012	27,650.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTM 2				27,650.
Total			3 a	27,650.
b Approved for future payment				
Total			3 b	

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) Exclu- sion 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					
4	Dividends and interest from securities			14	37,007.	
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	19,050.	
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)				56,057.	
13	Total. Add line 12, columns (b), (d), and (e)				13	56,057

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

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

[illegible]

THE M.V. WILLIAMS FOUNDATION, INC.
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Part IV. Capital Gains and Losses for Tax on Investment Income:

Property sold	P/D	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
200 SH CINTAS CORP_SLD#1	P	5/31/2011	1/25/2012	7,457	6,548	909
100 SH EQUIFAX LOT 1	P	5/31/2011	2/24/2012	4,224	3,747	477
100 SH EQUIFAX LOT 2	P	5/31/2011	2/24/2012	4,224	3,747	477
57 SH EQUIFAX LOT 3	P	5/31/2011	2/24/2012	2,408	2,136	272
100 SH EQUIFAX LOT 4	P	5/31/2011	2/24/2012	4,224	3,747	477
100 SH EQUIFAX LOT 5	P	5/31/2011	2/24/2012	4,224	3,748	476
243 SH EQUIFAX LOT 6	P	5/31/2011	2/24/2012	10,264	9,108	1,156
100 SH FAIR ISSAC LOT 1	P	5/31/2011	1/25/2012	3,892	2,914	978
100 SH FAIR ISSAC LOT 2	P	5/31/2011	2/24/2012	4,064	2,914	1,150
600 SH FAIR ISSAC LOT 3	P	5/31/2011	2/24/2012	24,387	17,480	6,907
500 SH FAIR ISSAC LOT 3_SLD#1	P	5/31/2011	1/25/2012	19,460	14,567	4,893
100 SH FEDERATED INVS LOT 1	P	5/31/2011	2/24/2012	2,073	2,532	-459
200 SH FEDERATED INVS LOT 2	P	5/31/2011	2/24/2012	4,147	5,063	-916
100 SH FEDERATED INVS LOT 3	P	5/31/2011	2/24/2012	2,073	2,532	-459
100 SH FEDERATED INVS LOT 4	P	5/31/2011	5/16/2012	2,081	2,531	-450
100 SH FEDERATED INVS LOT 4_SLD#1	P	5/31/2011	2/24/2012	2,073	2,531	-458
100 SH FEDERATED INVS LOT 4_SLD#2	P	5/31/2011	5/6/2012	2,082	2,531	-449
700 SH FEDERATED INVS LOT 5	P	5/31/2011	5/16/2012	14,574	17,720	-3,146
100 SH FEDERATED INVS LOT 5_SLD#1	P	5/31/2011	5/16/2012	2,081	2,531	-450
300 SH FEDERATED INVS LOT 6	P	7/21/2011	5/16/2012	6,246	6,677	-431
100 SH FEDERATED INVS LOT 7_SLD#1	P	7/29/2011	5/16/2012	2,082	2,145	-63
100 SH FEDERATED INVS LOT 7_SLD#2	P	7/29/2011	5/16/2012	2,081	2,145	-64
100 SH INTL SPEEDWAY LOT 1	P	5/31/2011	1/20/2012	2,606	2,864	-258
100 SH INTL SPEEDWAY LOT 2	P	5/31/2011	1/20/2012	2,606	2,867	-261
100 SH INTL SPEEDWAY LOT 3	P	5/31/2011	1/20/2012	2,605	2,864	-259
100 SH INTL SPEEDWAY LOT 4	P	5/31/2011	1/20/2012	2,603	2,865	-262
100 SH INTL SPEEDWAY LOT 5	P	5/31/2011	1/20/2012	2,603	2,864	-261
100 SH INTL SPEEDWAY LOT 6	P	5/31/2011	1/20/2012	2,602	2,867	-265
100 SH INTL SPEEDWAY LOT 7	P	5/31/2011	1/20/2012	2,602	2,866	-264
400 SH INTL SPEEDWAY LOT 8	P	5/31/2011	1/20/2012	10,409	11,467	-1,058
100 SH INTL SPEEDWAY LOT 9	P	5/31/2011	1/20/2012	2,602	2,866	-264
100 SH OMNICARE_SLD#1	P	5/31/2011	2/24/2012	3,473	3,150	323
100 SH OMNICARE_SLD#2	P	5/31/2011	2/24/2012	3,473	3,150	323
300 SH OMNICARE_SLD#3	P	5/31/2011	2/24/2012	10,420	9,449	971
200 SH US BANCORP LOT 1	P	5/31/2011	5/9/2012	6,308	5,093	1,215
900 SH WILLIS GRP	P	5/31/2011	1/20/2012	34,644	37,034	-2,390
700 SH HEWLETT-PACKARD LT 1	P	5/31/2011	10/24/2012	9,895	26,181	-16,286
700 SH HEWLETT-PACKARD LT 2	P	8/19/2011	10/24/2012	9,895	16,459	-6,564
100 SH HOME DEPOT_SLD#1	P	5/31/2011	9/14/2012	5,912	3,611	2,301
100 SH HOME DEPOT_SLD#2	P	5/31/2011	9/14/2012	5,912	3,611	2,301
100 SH HOME DEPOT_SLD#3	P	5/31/2011	11/2/2012	6,240	3,611	2,629
100 SH HOME DEPOT_SLD#4	P	5/31/2011	12/6/2012	6,413	3,611	2,802
200 SH KRAFT FOODS	P	5/31/2011	10/16/2012	9,393	7,338	2,055
300 SH KRAFT FOODS_SLD#5	P	5/31/2011	9/14/2012	11,991	10,456	1,535
100 SH LINCARE HOLDINGS LOT 1	P	5/31/2011	7/27/2012	4,138	3,017	1,121
100 SH LINCARE HOLDINGS LOT 2	P	5/31/2011	7/27/2012	4,138	3,017	1,121
100 SH LINCARE HOLDINGS LOT 3	P	5/31/2011	7/27/2012	4,138	3,017	1,121
100 SH LINCARE HOLDINGS LOT 4	P	5/31/2011	7/27/2012	4,138	3,017	1,121
400 SH LINCARE HOLDINGS LOT 5	P	5/31/2011	7/27/2012	16,553	12,068	4,485
300 SH LINCARE HOLDINGS LOT 6	P	7/21/2011	7/27/2012	12,415	7,959	4,456
200 SH US BANCORP LOT 2_SLD#1	P	5/31/2011	12/6/2012	6,349	5,093	1,256
19 SH WAL-MART STORES INC LOT 1	P	5/30/2008	11/2/2012	1,386	1,098	288
200 SH WAL-MART STORES INC LOT 1_SLD#1	P	5/30/2008	9/14/2012	14,931	11,558	3,373
62 SH WAL-MART STORES INC LOT 2	P	10/5/2009	11/2/2012	4,524	3,046	1,478
19 SH WAL-MART STORES INC. LOT 3_SLD#1	P	5/31/2011	11/2/2012	1,387	1,047	340
				359,725	340,675	19,050

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Part XV Supplementary Information

Line 3a. Contributions paid during the year:

Recipient's name and address			Purpose	Amount
All Souls Episcopal Church 6400 N. Pennsylvania Oklahoma City, OK 73116	N/A	N/A	General	9,750
American Cancer Society 6525 N. Meridian Ave., Suite 110 Oklahoma City, OK 73116	N/A	N/A	General	1,000
Love Foundation 416 NW 41st Oklahoma City, OK 73118	N/A	N/A	General	250
Nichols Hills Parks, Inc. 6407 Avondale Drive Nichols Hills, OK 73116	N/A	N/A	General	500
OKC K Life P.O. Box 54491 Oklahoma City, OK 73154	N/A	N/A	General	1,000
Oklahoma Council of Public Affairs 1401 N. Lincoln Blvd. Oklahoma City, OK 73104	N/A	N/A	General	1,000
Oklahoma Medical Research Foundation 825 NE 13th Street Oklahoma City, OK 73104	N/A	N/A	General	1,000
Oklahoma Outreach Foundation 720 West Wilshire Blvd., Suite 101-A Oklahoma City, OK 73116	N/A	N/A	General	4,000
Rebuilding Together OKC 730 West Wilshire, #108 Oklahoma City, OK 73116	N/A	N/A	General	650

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Part XV Supplementary Information

Line 3a. Contributions paid during the year:

Recipient's name and address			Purpose	Amount
Search Ministries 5038 Dorsey Hall Drive Ellicott City, MD 21042	N/A	N/A	General	1,500
The Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002	N/A	N/A	General	1,000
The Tributary Fund P.O. Box 608 Bozeman, MT 59771	N/A	N/A	General	1,000
YWCA 2460 W. I-44 Service Road Oklahoma City, OK 73112	N/A	N/A	General	5,000
Totals				<u>27,650</u>

THE M.V. WILLIAMS FOUNDATION, INC.
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Part II Balance Sheets

Line 10b. Investments—Corporate Stock:

Corporate Stock	Beg. of Yr	End of Year	
	Book Value	Book Value	FMV
3M Company	13,194	13,194	18,570
American Express Company	25,663	25,663	28,740
Becton Dickinson		31,179	31,276
Broadridge Finl Solution	36,487	36,487	36,608
Capital One Financial		31,662	40,551
C H Robinson Worldwide		11,696	12,644
Cintas Corp	26,191	19,644	24,540
CISCO Systems Inc	61,788	61,788	72,703
Dell Inc	24,036	24,036	15,210
Equifax Inc	26,233		
Fair ISAAC Inc	37,875		
Federated Invs PA CI B	72,614	23,674	28,322
General Electric Company	48,931	48,931	52,475
Hewlett-Packard Company	42,640		
Hillenbrand Inc	33,790	33,790	33,915
Home Depot Inc	21,668	7,223	12,370
Intl Speedway CL A	34,389		
Intel		23,318	20,620
Johnson & Johnson	60,498	79,997	84,120
Kraft Foods Inc	31,369		
Legg Mason		34,868	36,008
Lincare Holdings Inc	32,095		
Medtronic Inc	55,838	55,838	57,428
Microsoft Corp	62,251	62,251	66,774
Mondelez International		13,574	15,272
Omnicare Inc	40,945	25,197	28,880
Pepsico Inc	56,222	82,160	82,116
Pfizer Inc	36,114	36,114	42,635
Procter & Gamble	60,172	80,247	81,468
Sigma Aldrich Corp	14,040	14,040	14,716
Sysco Corp	23,722	74,301	79,150
The Charles Schwab Corp	22,707	41,862	50,260
US Bancorp Del NEW	35,651	25,465	31,940
Wal-Mart Stores Inc	49,810	33,061	40,938
Wellpoint Inc		37,375	36,552
Western Union Company	51,131	86,575	67,370
Willis Grp Hldgs Publicf	37,034		
	<u>1,175,098</u>	<u>1,175,210</u>	<u>1,244,171</u>

THE M.V. WILLIAMS FOUNDATION, INC.

EIN 73-1464753

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Part II Balance Sheets

Line 6. Receivables due from officers, directors, trustees, and other
disqualified persons:

	Beg. of Yr	End of Year	
	Book Value	Book Value	FMV
Martha V. Williams	260	0	0
Alden W. Snipes	240	0	0
	500	0	0

Explanation Statement

Form/Line: Form 990-PF, Page 9, Part XIII

Line 4c

Explanation of: Undistributed Income - Election to Treat Distribution as Out of Corpus

THE FOUNDATION ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS FOR THE
CURRENT YEAR AS MADE OUT OF CORPUS. THESE DISTRIBUTIONS WILL BE
APPLIED FIRST TO THE EARLIEST YEAR DURING THE 5 YEAR PERIOD.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CLARKSTON CAPITAL PAR	INVESTMENT ADVISORY SER	10,607.			

Total

10,607.