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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

Paul J. Williams Foundation
c/o Joyce K. Fields, 7004 Calen Ct
Midland, TX 79707-1456A Employer identification number
75-2610617B Telephone number (see the instructions)
(432) 694-4237C 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 ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH 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) ☐ Accounting method: ☒ Cash ☐ Accrual
\$ 1,188,917. ☐ Other (specify) (Part I, column (d) must be on cash basis)

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)
1 Contributions, gifts, grants, etc., received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	75.	75.	N/A	
4 Dividends and interest from securities	14,338.	14,338.		
5a Gross rents	2,658.	2,658.		
b Net rental income or (loss)	2,658.			
6a Net gain/(loss) from sale of assets not on line 10	3,467.			
b Gross sales price for all assets on line 6a	4,133.			
7 Capital gain net income (from Part IV, line 2)		3,467.		
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)				
See Statement 1	118,370.	118,370.		
12 Total. Add lines 1 through 11	138,908.	138,908.		
13 Compensation of officers, directors, trustees, etc	9,500.	8,709.		791.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	34,921.	34,921.		
b Accounting fees (attach sch) See St 3	2,289.	2,098.		191.
c Other prof fees (attach sch) See St 4	6,521.	6,521.		
17 Interest	1.	1.		
18 Taxes (attach schedule)(see instrs) See Stm 5	10,112.	6,890.		51.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 6	513.	480.		12.
24 Total operating and administrative expenses. Add lines 13 through 23	63,857.	59,620.		1,045.
25 Contributions, gifts, grants paid Part XV	52,000.			52,000.
26 Total expenses and disbursements. Add lines 24 and 25	115,857.	59,620.		53,045.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	23,051.			
b Net investment income (if negative, enter -0-)		79,288.		
c Adjusted net income (if negative, enter -0-)				

REVENUE

ADMINISTRATIVE EXPENSES

SCANNED MAY 28 2013

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		127,938.	133,406.	133,406.	
	2	Savings and temporary cash investments		129,294.	147,543.	147,543.	
	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 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) Statement 7	216,025.	215,358.	455,044.		
	c	Investments — corporate bonds (attach schedule)					
	LIABILITIES	11	Investments — land, buildings, and equipment: basis	19,615.			
		Less: accumulated depreciation (attach schedule) See Stmt 8	19,615.	19,615.	89,000.		
12		Investments — mortgage loans					
13		Investments — other (attach schedule) Statement 9	199,968.	199,968.	363,924.		
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)	692,840.	715,890.	1,188,917.		
17		Accounts payable and accrued expenses	260.	259.			
18		Grants payable					
FUND ASSETS	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)	260.	259.			
	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
FUND ASSETS	25	Unrestricted					
	26	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	692,580.	715,631.			
	30	Total net assets or fund balances (see instructions)	692,580.	715,631.			
31	Total liabilities and net assets/fund balances (see instructions)	692,840.	715,890.				

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	692,580.
2	Enter amount from Part I, line 27a	2	23,051.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	715,631.
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	715,631.

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 Publicly Traded Securities		D		
b Capital Gain Dividend		P	Various	Various
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 4,040.		666.	3,374.
b 93.			93.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			3,374.
b			93.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	3,467.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	3,374.

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	42,020.	1,095,906.	0.038343
2010	39,914.	866,578.	0.046059
2009	47,971.	810,216.	0.059208
2008	51,517.	970,291.	0.053094
2007	49,052.	1,082,689.	0.045306

2 Total of line 1, column (d)	2	0.242010
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	0.048402
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,153,802.
5 Multiply line 4 by line 3	5	55,846.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	793.
7 Add lines 5 and 6	7	56,639.
8 Enter qualifying distributions from Part XII, line 4	8	53,045.

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

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

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	1,586.
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	1,586.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,586.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	2,320.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,320.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	734.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	734.	Refunded

Part VII-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)? <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>		X
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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
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>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

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 <u>N/A</u>	13	X	
14	The books are in care of <u>Joyce K. Fields</u> Telephone no <u>(432) 694-4237</u> Located at <u>7004 Calen Court, Midland, TX</u> ZIP + 4 <u>79707-1456</u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶

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

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

	Yes	No
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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	X
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?	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? If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6 b

X

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7 b

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
Joyce K. Fields 7004 Calen Court Midland, TX 79707	Pres/Treas 1.00	8,500.	0.	0.
Bill Sperry 1730 Ashford Hollow Houston, TX 77077	Secretary 0	500.	0.	0.
Royce D. Fields 11415 Highgrove Drive Houston, TX 77077	Vice Preside 0	500.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (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	0.

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Form 990-PF (2012)

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	679,005.
b Average of monthly cash balances	1 b	278,668.
c Fair market value of all other assets (see instructions)	1 c	213,700.
d Total (add lines 1a, b, and c)	1 d	1,171,373.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,171,373.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	17,571.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,153,802.
6 Minimum investment return. Enter 5% of line 5	6	57,690.

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	57,690.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	1,586.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	1,586.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	56,104.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	56,104.
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	56,104.

Part XIII 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	1 a	53,045.
b Program-related investments — total from Part IX-B	1 b	
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	53,045.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	53,045.

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				56,104.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			51,151.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 53,045.				
a Applied to 2011, but not more than line 2a			51,151.	
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				1,894.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				54,210.
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	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or

4942(1)(5)

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

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))

None

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

None

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 See Statement 10				
Total			3 a	52,000.
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			14	75.	
4	Dividends and interest from securities			14	14,338.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property			16	2,658.	
6	Net rental income or (loss) from personal property					
7	Other investment income			15	118,370.	
8	Gain or (loss) from sales of assets other than inventory			18	3,467.	
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)				138,908.	
13	Total. Add line 12, columns (b), (d), and (e)				13	138,908.

(See worksheet in line 13 instructions to verify calculations)

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

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75-2610617

5/15/13

01 40AM

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 118,370.	\$ 118,370.	
Total	\$ 118,370.	\$ 118,370.	0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees - O&G Lawsuit	\$ 34,921.	\$ 34,921.		
Total	\$ 34,921.	\$ 34,921.		\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping & Tax Return	\$ 2,289.	\$ 2,098.		\$ 191.
Total	\$ 2,289.	\$ 2,098.		\$ 191.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Engineering Services - O&G Lawsuit	\$ 5,621.	\$ 5,621.		
Records Search	900.	900.		
Total	\$ 6,521.	\$ 6,521.		\$ 0.

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75-2610617

5/15/13

01:40AM

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ad Valorem Taxes	\$ 1,913.	\$ 1,913.		
Federal Income Tax-Estimated Tax Payment	2,320.			
Federal Income Tax-Prior Year	851.			
Foreign Tax	56.	56.		
Gross Production Tax	4,360.	4,360.		
Payroll Taxes	612.	561.		\$ 51.
Total	<u>\$ 10,112.</u>	<u>\$ 6,890.</u>		<u>\$ 51.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Broker Annual Fee	\$ 80.	\$ 80.		
Check Order Fee	150.	138.		\$ 12.
Mineral Expense	262.	262.		
Penalty	21.			
Total	<u>\$ 513.</u>	<u>\$ 480.</u>		<u>\$ 12.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
250 shs AMN Software Inc Cl A	Cost	\$ 1,281.	\$ 1,940.
400 shs Caterpillar Inc Del	Cost	6,238.	35,843.
66 shs Du Pont E I De Nemours	Cost	2,236.	2,969.
500 shs NextEra Energy Inc	Cost	9,750.	34,595.
1350 shs Gap Inc Delaware	Cost	7,025.	41,904.
100 shs Intl Business Machines Corp	Cost	2,413.	19,155.
220 shs Bank of America Corp	Cost	3,003.	2,554.
522 shs ConocoPhillips	Cost	6,647.	30,271.
250 shs Ryder System Inc	Cost	5,938.	12,483.
578 shs AT&T Inc	Cost	13,168.	19,484.
500 shs Terex Corp Del New Com	Cost	1,219.	14,055.
500 shs Wal-Mart Stores Inc	Cost	6,719.	34,115.
200 shs Citigroup Inc	Cost	22,986.	7,912.
1950 shs Southwest Airlns Co	Cost	21,098.	19,968.
200 shs Cisco Systems Inc	Cost	15,601.	3,930.
78 shs Gentiva Health Svcs Inc	Cost	441.	784.
361 shs Pfizer Inc	Cost	5,315.	9,054.
250 shs Telefonos De Mexico SAB de CV A	Cost	0.	0.
750 shs America Movil SAB de CV ADR	Cost	730.	17,363.

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Paul J. Williams Foundation

75-2610617

5/15/13

01 40AM

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
240 shs Chevron Corp	Cost	\$ 8,014.	\$ 25,954.
67 shs Mirant Corp Escrow	Cost	0.	0.
88 shs Monsanto Co New Del Com	Cost	345.	8,329.
500 shs Barrick Gold Corporation	Cost	9,710.	17,505.
335 shs Ameren Corp	Cost	15,882.	10,291.
246 shs Public Storage \$0.10	Cost	21,429.	35,660.
261 shs Spectra Energy Corp	Cost	2,642.	7,146.
700 shs JDS Uniphase Corp	Cost	8,392.	9,450.
200 shs Progress Energy Inc	Cost	0.	0.
200 shs Wisconsin Energy Corp	Cost	6,026.	7,370.
174 shs Duke Energy Corp New	Cost	9,014.	11,101.
261 shs Phillips 66 Shs	Cost	2,096.	13,859.
Total		\$ 215,358.	\$ 455,044.

Statement 8
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Land	\$ 19,615.		\$ 19,615.	\$ 89,000.
Total	\$ 19,615.	\$ 0.	\$ 19,615.	\$ 89,000.

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Oil & Gas Mineral Interests	Cost	\$ 0.	\$ 124,700.
<u>Other Publicly Traded Securities</u>			
5103 shs Hartford Short Duration Fd Cl C	Cost	50,009.	51,183.
10753 shs Lord Abbett Short Duration Inc	Cost	50,001.	50,324.
850 shs Spdr Gold Trust	Cost	99,958.	137,717.
Total		\$ 199,968.	\$ 363,924.

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Paul J. Williams Foundation

75-2610617

5/15/13

01.40AM

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
High Sky Children's Ranch 8701 West County Road 60 Midland, TX 79707	None	Public	Assistance to abused, neglected and troubled children	\$ 4,000.
Hospice of Midland, Inc. 911 West Texas Midland, TX 79701	None	Public	Assistance to the terminally ill	6,000.
M D Anderson Cancer Ctr P. O. Box 301439 Houston, TX 77230	None	Public	Cancer research	2,000.
Make-A-Wish Foundation of North Texas 407 N. Big Spring, Ste 208 Midland, TX 79701	None	Public	Granting wishes to children under 18 with life threatening illnesses	2,000.
Manor Park, Inc. 2208 N. Loop 250 West Midland, TX 79707	None	Public	Care and housing for seniors	6,000.
Midland Bible Church 5900 Whitman Drive Midland, TX 79705	None	Public	General functions of the church	10,000.
The Salvation Army 300 S. Baird Street Midland, TX 79701	None	Public	Assistance to needy families in the community	3,000.
West of the Pecos Museum Dot Stafford St. & Highway 285 Pecos, TX 79772	None	Public	Promoting Pecos, TX and preserving western heritage	4,000.
Midland Classical Academy 5711 Whitman Drive Midland, TX 79705	None	Public	Providing classical education based on a Christian worldview	10,000.
West Texs Food Bank 1008 E. 2nd Odessa, TX 79761	None	Public	Alleviating hunger in communities throughout West Texas	3,000.

2012

Federal Statements

Page 5

Client WILLIAMS

Paul J. Williams Foundation

75-2610617

5/15/13

01:40AM

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Community & Senior Services 3301 Sinclair Avenue Midland, TX 79707	None	Public	Helping vulnerable seniors continue living independently in their own homes	\$ 2,000.
Total				\$ 52,000.

2012

Federal Supporting Detail

Page 1

Client WILLIAMS

Paul J. Williams Foundation

75-2610617

5/15/13

01:40AM

Other Income Producing Activities
RRE income (loss)-debt-not-financed [O]

Road Lease

	\$	2,658.
Total	\$	<u>2,658.</u>

Other Income Producing Activities
Other investment income [O]Oil & Gas Royalty Income
Oil & Gas Lease Bonus Income

	\$	89,324.
		29,046.
Total	\$	<u>118,370.</u>

Net Investment Income / Adj. Net Income
Other investment incomeOil & Gas Royalty Income
Oil & Gas Lease Bonus Income
Delay Lease Rental

	\$	89,324.
		29,046.
		0.
Total	\$	<u>118,370.</u>

FMV of Assets (990-PF)
Land

Real Estate and Minerals

	\$	89,000.
Total	\$	<u>89,000.</u>

2012**Federal Worksheets****Page 1****Client WILLIAMS****Paul J. Williams Foundation****75-2610617**

5/15/13

01 40AM

Rental Income Worksheet**Road Lease**

Gross Rental Income	\$	2,000.
Expenses		
Total Expenses	\$	<u>0.</u>

Net Rental Income or Loss	\$	<u><u>2,000.</u></u>
---------------------------	----	----------------------

Seismic Permit

Gross Rental Income	\$	658.
Expenses		
Total Expenses	\$	<u>0.</u>

Net Rental Income or Loss	\$	<u><u>658.</u></u>
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Client WILLIAMS

Paul J. Williams Foundation

75-2610617

5/15/13

01 40AM

**Average Monthly Fair Market Value of Securities
Form 990-PF, Part X, Line 1a**

Security	January	February	March	April	May	June	July	August	September	October	November	December
	653,868	675,642	679,409	677,332	660,121	654,050	669,644	684,053	700,412	703,626	696,209	693,692
Averages	<u>653,868</u>	<u>675,642</u>	<u>679,409</u>	<u>677,332</u>	<u>660,121</u>	<u>654,050</u>	<u>669,644</u>	<u>684,053</u>	<u>700,412</u>	<u>703,626</u>	<u>696,209</u>	<u>693,692</u>
Totals	<u>8,148,058</u>	Number of Months <u>12</u>										

Average Monthly Fair Market Value 679,005

Client WILLIAMS

Paul J. Williams Foundation

75-2610617

5/15/13

01.40AM

Average Monthly Cash Balances
Form 990-PF, Part X, Line 1b

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