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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 01-01-2012 , and ending 12-31-2012

Name of foundation
THE WILLIAMS FAMILY FOUNDATION

A Employer identification number
84-6023379

Number and street (or P O box number if mail is not delivered to street address) Room/suite
626 EAST PLATTE AVE

B Telephone number (see instructions)
(970) 867-1199

City or town, state, and ZIP code
FORT MORGAN, CO 80701

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 13,870,060

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,112	1,112		
	4	Dividends and interest from securities	438,126	438,126		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,765			
	b	Gross sales price for all assets on line 6a 150,345				
	7	Capital gain net income (from Part IV, line 2)		3,765		
	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 or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	443,003	443,003		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	12,000	6,000		6,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	4,963	4,963		
	b	Accounting fees (attach schedule)	2,910	2,910		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	8,101	201		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	208	208		
	22	Printing and publications				
	23	Other expenses (attach schedule)	750	750		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	28,932	15,032		6,000
	25	Contributions, gifts, grants paid	722,610			722,610
	26	**Total expenses and disbursements.** Add lines 24 and 25	751,542	15,032		728,610
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-308,539			
	b	**Net investment income** (if negative, enter -0-)		427,971		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	561,338	140,712	140,712
	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 page 15 of the 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)	133,522	130,306	142,487
	b Investments—corporate stock (attach schedule)	1,531,367	1,877,660	11,979,738
	c Investments—corporate bonds (attach schedule)	1,288,066	1,198,050	1,331,220
	11 Investments—land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	55,382	236,884	275,903
	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)	3,569,675	3,583,612	13,870,060
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	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,569,675	3,583,612	
	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 page 17 of the instructions)	3,569,675	3,583,612	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,569,675	3,583,612	

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	3,569,675
2	Enter amount from Part I, line 27a	2	-308,539
3	Other increases not included in line 2 (itemize) ▶ ___	3	322,476
4	Add lines 1, 2, and 3	4	3,583,612
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	3,583,612

Part IV Capital Gains and Losses for Tax on Investment Income

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	3,765
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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,017,711	13,232,134	0 076912
2010	785,602	12,345,657	0 063634
2009	887,440	11,155,106	0 079555
2008	1,031,568	14,726,791	0 070047
2007	964,654	16,572,111	0 058209

2	**Total** of line 1, column (d).	2	0 348357
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 069671
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	13,819,817
5	Multiply line 4 by line 3.	5	962,840
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,280
7	Add lines 5 and 6.	7	967,120
8	Enter qualifying distributions from Part XII, line 4.	8	728,610

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,559
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	8,559
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	8,559
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,800		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	5,800
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,759
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** ▶ 0 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		No

Website address ▶N/A

14 The books are in care of ▶EDWARD L ZORN Telephone no ▶(970) 867-1199

Located at ▶626 E PLATTE AVE FT MORGAN CO ZIP+4 ▶80701

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	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**		

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
EDWARD L ZORN 626 E PLATTE AVENUE FORT MORGAN, CO 80701	Trustee 3 00	3,000	0	0
PATRICK L THOMPSON 17437 HWY 34 FORT MORGAN, CO 80701	Trustee 3 00	3,000	0	0
KATHY THOMPSON 17437 HWY 34 FORT MORGAN, CO 80701	Trustee 3 00	3,000	0	0
SHAUN THOMPSON 20301 US HWY 52 FORT MORGAN, CO 80701	Trustee 3 00	3,000	0	0

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

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

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	
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	
2	
All other program-related investments See page 24 of the 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	13,688,393
b	Average of monthly cash balances	1b	341,878
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	14,030,271
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,030,271
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	210,454
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,819,817
6	**Minimum investment return.** Enter 5% of line 5	6	690,991

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	690,991
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,559		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,559
3	Distributable amount before adjustments Subtract line 2c from line 1			3	682,432
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	682,432
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	682,432

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	728,610
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	728,610
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	728,610

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					682,432
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.	225,241				
d From 2010.	175,615				
e From 2011.	367,664				
f Total of lines 3a through e.		768,520			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 728,610					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					
e Remaining amount distributed out of corpus		728,610			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		682,432			682,432
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		814,698			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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) . . .					
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		814,698			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .					
d Excess from 2011. . . .	86,088				
e Excess from 2012. . . .	728,610				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 of the person to whom applications should be addressed

See Additional Data Table

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

See Additional Data Table

c Any submission deadlines

See Additional Data Table

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

See Additional Data Table

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				722,610
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,112	
4 Dividends and interest from securities			14	438,126	
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	3,764	
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)				443,002	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 443,002

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-05-13	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶☑	PTIN
ROGER M SCHAEFER	ROGER M SCHAEFER	2013-05-13		
Firm's name ▶	ROGER M SCHAEFER CPA		Firm's EIN ▶	
Firm's address ▶	PO BOX 1125 319 W PLATTE AVE FORT MORGAN, CO 80701		Phone no (970) 867-9422	

TY 2012 Accounting Fees Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Roger M Schaefer, CPA Preparation of 990	1,710			
Susan Lopez Monthly bookkeeping	1,200			

TY 2012 Investments Corporate Bonds Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Name of Bond	End of Year Book Value	End of Year Fair Market Value
American Express Senior Notes	48,120	60,249
AT&T Global Notes	103,214	122,703
Bank of America	50,000	50,385
Bear Stearns Co	49,817	54,334
BellSouth Telecom	33,812	38,322
CocoCola Ent Debs	53,400	73,077
Conoco Phillips	50,225	61,496
Deere & Co	51,401	64,006
EI Du Pont De Nemours	50,565	60,894
Fed Farm Credit	51,167	58,146
Ford Motor co	26,500	31,906
Ford Motor Co	24,531	28,938
GE Global Holdings Corp	51,880	58,241
General Electric	103,000	100,381
HSBC Finance Corp	50,000	51,035
Keybank	48,290	54,476
Nationsbank Corp	54,000	58,389
New Plan Realty Tst	48,990	38,400
Progressive Corp	49,313	52,357
Simon Properties Group	50,915	52,245
Wal-Mart Co	49,905	60,740
US West	99,005	100,500

TY 2012 Investments Corporate Stock Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M Co	35,527	37,140
Abbott Labs	43,787	945,165
Agilent Tech	6,820	62,434
All State	21,643	148,950
Allergan	14,342	545,243
Alliant Energy	19,522	50,057
American Electric Power	94,726	149,380
AT&T	46,544	50,565
Bank of America Corp	45,365	11,610
Berkshire Hathaway Class B	1,980	89,700
Berkshire Hathaway Class A	2,964	134,060
Blackrock Inc	177,230	206,710
Boeing	1,110	22,307
BP Amoco	82,845	248,716
Chevron Texaco Corp	47,272	696,205
Citigroup	57,305	7,912
Comcast	12,457	54,359
ConocoPhillips	24,328	291,632
Ingredion	486	51,544
CSX Corp	15,643	399,533
Delta		1,460
Dupont	52,821	269,871
Exxon Mobil Corp	29,434	958,974
General Electric Co	121,325	1,529,415
Gerneral Mills Inc	39,098	40,410
GlaxoSmithkline PLC	94,873	876,268
Halliburton	6,358	69,380
Hewlett Packard	25,634	114,000
IBM	195,225	1,729,697
Illinois Tool Works	1,397	58,864

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Johnson Controls Inc	26,679	30,670
Kimberly Clark Corp	62,922	84,430
Morgan Stanley Dean Witter	13,005	59,654
Nextera Energy Inc	38,439	138,380
Pepsico	65,217	68,430
Pfizer	24,932	350,408
Phillips 66	7,229	133,493
Pinnacle West Corp	30,236	50,980
Proctor & Gamble	66,045	67,890
Rockwell Automation	3,065	129,345
Rockwell Collins	2,665	118,667
Schlumberger	15,990	138,597
Southern Co	15,126	107,025
Sysco	29,529	31,660
Tupperware	1,035	38,460
Verizon Communications	57,012	64,905
Wendys/Arbys Group Inc	8,393	44,363
Westar Energy	30,143	28,620
Wisconsin Energy	61,937	442,200

TY 2012 Investments Government Obligations Schedule

Name:	THE WILLIAMS FAMILY FOUNDATION
EIN:	84-6023379
US Government Securities - End of Year Book Value:	130,306
US Government Securities - End of Year Fair Market Value:	142,487
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Investments - Other Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Europacific AM		56,884	91,087
Income Fund of America		60,000	61,394
Capital Income Builder		60,000	61,100
American Balanced Fund		60,000	62,322

TY 2012 Legal Fees Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Edward Zorn Bookkeeping and Legal review	4,963			

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TY 2012 Other Expenses Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank charges	131	131		
Dues & Subs	610	610		
Office expense	9	9		

TY 2012 Other Increases Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Description	Amount
Excess FMV over cost of donated stock	322,476

TY 2012 Taxes Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax	201	201		
Estimated tax payments	5,800			
Income tax	2,100			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Bank of America Internotes	P	2004-10-25	2012-06-15
Discover Bank CD	P	2005-07-20	2012-07-27
FNMA SER 1995-24 CL H	P	1987-06-30	2012-12-26
GNMA Pool	P	1987-06-30	2012-10-15
GE Capital Corp Internotes	P	2007-07-19	2012-12-17
Phillips 66	P	2006-04-03	2012-05-01
FNMA SER 2035 CL II	P	1998-03-01	2012-12-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,000	0	50,000	0
50,000	0	50,000	0
1,217	0	1,217	0
111	0	0	111
47,000	0	43,362	3,638
17	0	1	16
2,000	0	2,000	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	0
0	0	0	0
0	0	0	0
0	0	0	111
0	0	0	3,638
0	0	0	16
0	0	0	0

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

EDWARD L ZORN
626 E PLATTE AVE
FORT MORGAN, CO 80701
(970) 867-1199

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

SCHOLARSHIP APPLICANTS MUST CONTACT THEIR HIGH SCHOOL FOR APPLICATIONS

c Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES ANNOUNCEMENT OF GRANTS AND SCHOLARSHIPS

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

SCHOLARSHIPS-FUTURE STUDY MUST BE MEDICAL ORIENTED AND APPLICANT MUST HAVE FINANCIAL NEED

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

EDWARD ZORN
626 EAST PLATTE AVENUE
FORT MORGAN, CO 80701
(970) 867-1199

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

OTHER GRANTS ARE BASED ON A WRITTEN REQUEST BY THE EXEMPT ORGANIZATIONS

c Any submission deadlines

ARE GENERALLY ANNOUNCED IN APRIL SPECIAL REQUESTS CAN BE MADE ANYTIME

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

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHOOL DISTRICT RE3 BOX 1425 FT MORGAN,CO 80701		PublicSchool	Scholarshipsand Summer Prog	97,805
SCHOOL DISTRICT RE2 527 IND PARK BRUSH,CO 80723		PublicSchool	ScholarshipsAnd Summer Prog	98,500
SCHOOL DISTRICT RE20 911 NORTH AVE WELDONA,CO 80653		PublicSchool	ScholarshipsAnd Summer Prog	4,035
SCHOOL DISTRICT RE50 320 CHAPMAN WIGGINS,CO 80654		PublicSchool	ScholarshipsAnd Summer Prog	24,200
CARING MINISTRIES PO BOX 157 FORT MORGAN,CO 80701		Charity	Community	15,000
CHILDRENS HOSPITALTCHF COURAGE CLASSIC 13123 EAST 16TH AVENUE AURORA,CO 80045		Hospital	Hospital	2,000
CRAIG REHABILITATION 3425 S CLARKSON ENGLEWOOD,CO 80113		PublicHosp	MedicalResearch	5,000
HERITAGE FOUNDATION PO BOX 184 FORT MORGAN,CO 80701		Public	Community MuseumBuilding Fund	30,000
HOSPICE OF NORTHERN COLORADO 2726 W 11TH STREET ROAD GREELEY,CO 80631		Public	Medical Care	2,500
HOSPICE OF THE PLAINS 1017 W 7TH AVENUE WRAY,CO 80758		Public	Medical Care	2,500
NATIONAL JEWISH MEDICAL 1400 JACKSON STREET DENVER,CO 80206		Public	Medical care	5,000
NE COLORADO BOOKMOBILE SERVICE 325 W 7TH STREE WRAY,CO 80758		PublicEduc	Community educ	2,500
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER,CO 80204		Public	Provideeducational service	1,000
SALK INSTITUTE PO BOX 85800 SAN DIEGO,CA 921865800		PublicResearch	BiologicalStudies	5,000
SPALDING REHABILITATION 600 S CHERRY STREET SUITE 217 DENVER,CO 80246		Public	RehabilitativeMedical Care	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNITED WAY PO BOX 1425 FORT MORGAN,CO 80701		Public	OperatingFunds	12,000
WEBB-WARING 4200 E 9TH ST BOX C321 DENVER,CO 80262		Public	MedicalResearch	5,000
SCOTTISH RITE FOUNDATION 1370 GRANT STREET DENVER,CO 80203		Public	therapy forProvidingchildren	5,000
FORT MORGAN BANDSHELL PROJECT PO BOX 24 FT MORGAN,CO 80701		Public	Bandshell Project	5,000
CITY OF FORT MORGAN PO BOX 100 FT MORGAN,CO 80701		Public	To purchaseAED units	6,000
COLORADO MEDICAL SOCIETY PO BOX 17550 DENVER,CO 80217		Public	MedicalResearch	5,000
EBEN EZER LUTHERAN CARE CENTER 122 HOSPITAL ROAD BRUSH,CO 80723		Public	Assist in purchaseof new activity bus	25,000
NOTHEAST CO HEALTH DEPT 700 COLUMBINE STREET STERLING,CO 80751		Public	Support theHealthy Child Clinic	1,000
REGIONAL HOME VISITATION PROGRAM 106 EAST KIOWA FORT MORGAN,CO 80701		Public	Baby Bear Hugs	5,000
MUSCULAR DYSTROPHY ASSOCIATION 720 S COLORADO BLVD DENVER,CO 80246		Public	MedicalResearch	1,000
MCC FOUNDATION 920 BARLOW ROAD FORT MORGAN,CO 80701		PublicCollege	Scholarships	356,470
EBEN EZER LUTHERN CARE HOMEMAKERS SERVICES 122 HOSPITAL ROAD BRUSH,CO 80723		Public	Assisstance	100
Total . . . . ▶ **3a**				722,610