



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation EDNA SPROULL WILLIAMS FOUNDATION		A Employer identification number 51-0198606
Number and street (or P O box number if mail is not delivered to street address) C/O MR. JAMES BURKE 2046 EVENTIDE ROAD	Room/suite	B Telephone number (see instructions) (904) 287-0101
City or town, state or province, country, and ZIP or foreign postal code SWITZERLAND, FL 32259		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 17,355,669.	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)
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	360.	360.		ATCH 1
4	Dividends and interest from securities	481,654.	481,654.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-42,157.			
b	Gross sales price for all assets on line 6a	7,578,061.			
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 or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	439,857.	482,014.		
13	Compensation of officers, directors, trustees, etc.	100,000.	25,000.		75,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	123,369.	123,369.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	43,628.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	394.			394.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	5,096.			5,096.
24	Total operating and administrative expenses. Add lines 13 through 23	272,487.	148,369.		80,490.
25	Contributions, gifts, grants paid	714,500.			714,500.
26	Total expenses and disbursements. Add lines 24 and 25	986,987.	148,369.		794,990.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-547,130.			
b	Net investment income (if negative, enter -0-)		333,645.		
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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	13,517.	10,605.	10,605.
	2	Savings and temporary cash investments	920,575.	203,611.	203,611.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 6	15,874.	2,246.	2,246.
	10 a	Investments - U S and state government obligations (attach schedule) . .			
	b	Investments - corporate stock (attach schedule) ATCH 7	14,092,187.	15,432,681.	17,139,207.
	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) ATCH 8	1,154,120.		
	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)	16,196,273.	15,649,143.	17,355,669.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒				
	check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	16,196,273.	15,649,143.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)	16,196,273.	15,649,143.		
31	Total liabilities and net assets/fund balances (see instructions)	16,196,273.	15,649,143.		

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	16,196,273.
2	Enter amount from Part I, line 27a	2	-547,130.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,649,143.
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	15,649,143.

Form 990-PF (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-42,157.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	745,632.	15,375,081.	0.048496
2011	851,888.	15,141,368.	0.056262
2010	826,166.	14,868,087.	0.055566
2009	913,732.	14,281,307.	0.063981
2008	1,157,567.	17,984,832.	0.064364
2 Total of line 1, column (d)			2 0.288669
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 0.057734
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 15,970,966.
5 Multiply line 4 by line 3			5 922,068.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,336.
7 Add lines 5 and 6			7 925,404.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 794,990.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	6,673.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	6,673.
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	6,673.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013.	6a	2,246.	
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	7,100.	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	9,346.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	84.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	2,589.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 2,589. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		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 ☐ \$ _____ (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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ MR. JAMES W. BURKE Telephone no. ☐ 904-287-0101			
Located at ☐ 2046 EVENTIDE ROAD SWITZERLAND, FL ZIP+4 ☐ 32259				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 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 2013) ☐	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? ☐	4b	X

Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**5b** 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? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

6b X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b** 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
ATCH 9		100,000.	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

Form 990-PF (2013)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 10		123,369.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2013)

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	16,198,000.
b	Average of monthly cash balances	1b	16,179.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	16,214,179.
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	16,214,179.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	243,213.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,970,966.
6	Minimum investment return. Enter 5% of line 5	6	798,548.

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	798,548.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,673.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,673.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	791,875.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	791,875.
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	791,875.

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	794,990.
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	794,990.
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	794,990.

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.

Form 990-PF (2013)

Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				791,875.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 264,613.				
b From 2009 205,831.				
c From 2010 95,238.				
d From 2011 113,370.				
e From 2012 20,506.				
f Total of lines 3a through e	699,558.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>794,990.</u>				
a Applied to 2012, 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 2013 distributable amount				791,875.
e Remaining amount distributed out of corpus	3,115.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (e).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	702,673.			
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 2012. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	264,613.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	438,060.			
10 Analysis of line 9.				
a Excess from 2009 205,831.				
b Excess from 2010 95,238.				
c Excess from 2011 113,370.				
d Excess from 2012 20,506.				
e Excess from 2013 3,115.				

Form 990-PF (2013)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address 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 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 ATCH 11				
Total			3a	714,500.
b Approved for future payment NONE				
Total			3b	0

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	360.	
4 Dividends and interest from securities		14	481,654.	
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	-42,157.	
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)			439,857.	
13 Total. Add line 12, columns (b), (d), and (e)				

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,219,316.		MERRILL LYNCH - LONG TERM GAINS PROPERTY TYPE: SECURITIES 3,298,470.				P	VAR -79,154.	VAR
4,358,745.		MERRILL LYNCH - SHORT TERM GAINS PROPERTY TYPE: SECURITIES 4,321,748.				P	VAR 36,997.	VAR
TOTAL GAIN (LOSS)							<u>-42,157.</u>	

EDNA SPROULL WILLIAMS FOUNDATION

51-0198606

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - EVERBANK	360.	360.
TOTAL	<u>360.</u>	<u>360.</u>

EDNA SPROULL WILLIAMS FOUNDATION

51-0198606

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME MERRILL LYNCH	481,623.	481,623.
INTEREST INCOME MERRILL LYNCH	31.	31.
TOTAL	<u>481,654.</u>	<u>481,654.</u>

EDNA SPROULL WILLIAMS FOUNDATION

51-0198606

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	123,369.	123,369.
TOTALS	<u>123,369.</u>	<u>123,369.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAXES ON INVEST INCOME	43,628.
TOTALS	<u>43,628.</u>

EDNA SPROULL WILLIAMS FOUNDATION

51-0198606

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
OTHER EXPENSES	5,096.	5,096.
TOTALS	<u>5,096.</u>	<u>5,096.</u>

ATTACHMENT 6FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL TAX	15,874.	2,246.	2,246.
TOTALS	<u>15,874.</u>	<u>2,246.</u>	<u>2,246.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT	14,092,187.	15,432,681.	17,139,207.
TOTALS	<u>14,092,187.</u>	<u>15,432,681.</u>	<u>17,139,207.</u>

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
Corporate Stock			
Blackrock GNMA Inst	1,276,155.00	-	-
Blackrock Equity Dividend Fund	1,405,287.00	1,894,146.50	2,243,435.09
Delaware Diversified Fund	940,858.00	-	-
Eaton Vance Floating Rate Fund	465,375.00	680,245.81	684,340.42
FFI institutional Fund	4,400,086.00	-	-
First Eagle Overseas CL I	59,713.00	1,227,721.74	1,228,168.91
Goldman Sachs Strategic Income Fund CI I	-	451,938.85	457,952.94
Henderson European Focus Fund Class I	-	1,187,821.14	1,282,327.04
Hotchkis and Wiley Mid Cap Value Fund CI I	-	557,129.89	623,788.36
Hotchkis and Wiley Small Cap Value Fund I	-	543,557.93	596,660.09
Invesco Balanced Risk Fund	860,005.00	824,485.40	785,243.11
Ivy Asset Strategy	289,342.00	1,071,273.94	1,278,075.86
Mainstay Unconstrained Bond Fund CI I	-	454,788.82	455,287.82
Permanent Portfolio Fund	467,965.00	-	-
RS Floating Rate Fund CI Y	-	400,407.39	398,482.47
RS Select Growth Fund	-	546,069.11	628,888.39
Templeton Global Bond Fund	472,374.00	695,298.16	672,551.01
Tocqueville Gold Fund	190,533.00	-	-
Virtus Dynamic Alphasector Fund CI I	-	777,825.01	801,505.86
Virtus Multi Sector Fund	465,316.00	473,873.36	465,839.96
Wells Fargo Advanced Premier Fund	1,395,000.00	1,919,849.31	2,517,639.61
Yacktman Focused Fund	1,404,178.00	1,726,249.28	2,019,020.50
Corporate Stock	14,092,187.00	15,432,681.64	17,139,207.44

EDNA SPROULL WILLIAMS FOUNDATION

51-0198606

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>
OTHER INVESTMENTS	1,154,120.
TOTALS	<u>1,154,120.</u>

EDNA SPROULL WILLIAMS FOUNDATION

51-0198606

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SUSAN W. BRODEUR C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
JAMES W. BURKE C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 5.00	20,000.	0	0
EDWARD MCCARTHY, JR. C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
DAVID F. WILLIAMS C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
PATRICK M. WILLIAMS C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
GRAND TOTALS		<u>100,000.</u>	<u>0</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MERRILL LYNCH 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	INVESTMENT ADVISORY	123,369.
	TOTAL COMPENSATION	<u>123,369.</u>

EDNA SPROULL WILLIAMS FOUNDATION

51-0198606

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

ATTACHMENT 11

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEE ATTACHED STATEMENT	NONE PC	FURTHER THE CHARITABLE GOALS OF THE DONEE ORGANIZATION	714,500
TOTAL CONTRIBUTIONS PAID			<u>714,500</u>

Edna Sproull Williams Foundation

51-0198606

December 31, 2013

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Baptist Foundation 1320 Hendricks Ave, Suite 2 Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide financial counseling to its members	12,500
Baptist Hospital (The Foundation for Healthcare, Inc.) 3563 Phillips Hwy - Bld F - Ste 608 Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 107(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide accessible, quality healthcare services at a reasonable cost in an atmosphere that fosters respect and compassion	12,500
Beaches Area Historical Society, Inc 381 Beach Blvd Jacksonville Beach, FL 32250	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to provide local artifacts and displays for local use	5,000
Catholic Diocese of St. Augustine 134 E Church St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to support operations of camps for disabled children	5,000
Children's Home Society 1485 S Semoran Blvd, No. 1448 Winter Park, FL 32792	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to benefit Children's Home Society of Florida, which provides shelter and other help to children at risk of abuse and neglect and families in need of support	9,500
Community Connections PO Box 41068 Jacksonville, FL 32203	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to strengthen homeless & low income families to enable them to achieve self-sufficiency and become productive members of the community	20,000
Crudem Foundation 362 Seawall Street Ludlow, MA 01056	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to improve access to health care services for the poor and medically underserved	10,000
Cummer Museum Foundation 829 Riverside Avenue Jacksonville, FL 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to engage and inspire through the arts, gardens and education	10,000
Daniel Memorial, Inc 4203 Southpoint Blvd Jacksonville, FL 32216	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission To see the furtherance of charitable, scientific, and educational activities in the local community	5,000
Downtown Ecumenical Council 215 Ocean St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to offer financial assistance up to \$200 for rent and utilities and a food pantry service to needy families and the disabled	25,000
Dreams Come True 6803 Southpoint Parkway Jacksonville, FL 32216	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to fulfill the dreams of children between the ages of 2 1/2 and 18 years of age who have been diagnosed with a life-threatening illness, who have been referred by their physician	5,000
East West Ministries 2001 W Plano Parkway, Suite 3000 Plano, TX 75075	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to mobilize the Body of Christ to evangelize the lost and equip local believers to multiply disciples and healthy churches among unreached peoples and/or in restricted access communities	10,000

Edna Sproul Williams Foundation

51-0198608

December 31, 2013

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Family First (Florida Family Council) 5211 W Laurel Street Tampa, FL 33607	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to use modern technology and offline events to strengthen the family by establishing "family" as a top priority in people's lives	20,000
Family Health Services/The Bridge 1824 Pearl Street Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide medical, health, education and social services for low-income families and youth	20,000
Family Nurturing (Visitation) Center 1221 King St Jacksonville FL 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to continue to develop and maintain a multifaceted supervised visitation & parent education center for children currently placed in foster care	5,000
First Presbyterian Church 118 East Monroe Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of making disciples and equipping them for ministry	12,000
Girls, Inc. 1627 Rogers Rd Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to inspire all girls to be strong, smart, and bold. The Organization's main programs are After-school program, Out reach, National Literacy Program, and Summer Camps	10,000
Girl Scouts 1000 Shearer Street Jacksonville, FL 32205	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to build girls of courage, confidence, and character who make the world a better place	5,000
Good Samaritan Health Center 1835 Us Highway 1 S Ste 119 Pmb 325 St Augustine, FL 32084	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide free medical / dental care & preventative healthcare & education to St. Johns County, FL residents who are uninsured and whose income falls below 200% of fed poverty guidelines	7,500
Gordon-Conwell Theological Seminary 130 Essex Street South Hamilton, MA 01982	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide graduate theological education	10,000
Greenwood School 9820 Regency Square Blvd Jacksonville, FL 32225	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	10,000
L'Arche Harbor House 700 Arlington Road N Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to bring together those with disabilities and those without disabilities to share their lives together	5,000
Here's Life Inner City Jacksonville 5850 Mt. Carmel Terrace Jacksonville, Florida 32216	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide hope and practical help for the poor of metropolitan Jacksonville, FL.	5,000
Hope Haven 4600 Beach Blvd Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide excellence in educational, psychological & therapeutic services for children, young adults & families with special needs	5,000
Hubbard House PO Box 4809 Jacksonville, FL 32201	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of breaking the cycle of domestic violence in Northeast Florida	20,000
Inn Ministry 1720 Hamilton St Jacksonville, FL 32210	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission of providing housing for unwed mothers	5,000

Edna Sproull Williams Foundation

51-0193506

December 31, 2013

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
International Cooperating Ministries 1901 North Armistead Avenue Hampton, VA 23666-4311	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission of nurturing believers and assisting in the growth of the church worldwide	10,000
Jacksonville Symphony Association 300 West Water Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission to encourage and expand musical appreciation in the community	20,000
Jacksonville University 2800 University Boulevard North Jacksonville, FL 32211-3384	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(i)	Provide funding to enable the organization to further its mission to provide education	20,000
Jacksonville Zoo and Gardens 370 Zoo Pkwy Jacksonville, FL 32218	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission to inspire discovery, appreciation and conservation of wildlife, plants and natural resources through innovative experiences	5,000
JCCI 100 Festival Park Avenue Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission of engaging diverse citizens in open dialogue, research, consensus building, advocacy and leadership development to improve the quality of life and build a better community in NE FL and beyond	5,000
Jones College Radio 5353 Arlington Expressway Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(i)	Provide funding to enable the organization to further its mission to broadcast music in Jacksonville	5,000
Junior Achievement of Jacksonville 4049 Woodcock Dr., Ste 200 Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission to educate and inspire young people to value free enterprise, business and economics to improve the quality of their lives	5,000
Local Initiatives Support Corp 10 West Adams St. Suite 100 Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission of helping community development organizations transform distressed neighborhoods into healthy communities	20,000
MaliVal Washington Kids Foundation 1098 W 6th Street Jacksonville, FL 32209	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission of utilizing tennis as a catalyst to provide other afterschool activities for youth including tutoring & homework assistance & character development	5,000
March of Dimes 1275 Memaroneck Avenue White Plains, NY 10605	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission of improving the health of babies by preventing birth defects, premature birth and infant mortality through programs of research, community service, education and advocacy to save babies	5,000
Mayo Foundation 4500 San Pablo Road Jacksonville, FL 32224	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission of providing the best care to every patient every day	15,000
Murray Hill Ministries 932 Edgewood Ave S Jacksonville, FL 32205	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission of Evangelism	5,000
Operation New Hope 1830 North Main Street Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission of creating economic assistance to disadvantaged residents by creating jobs and housing	20,000
Ortega United Methodist Church 4807 Roosevelt Blvd Jacksonville, FL 32210-5944	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(i)	Provide funding to enable the organization to further its church missions	2,500

Edna Sproul Williams Foundation

51-0188606

December 31, 2013

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Planned Parenthood 3850 Beach Blvd Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide care and education to women for family planning	5,000
Presbyterian Social Ministries 1018 Oak Street Jacksonville, FL 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of providing a positive impact on the lives of the homeless and low-income families of Jacksonville	5,000
Prisoners of Christ 1715 Boulevard Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide Christian ministry & financial assistance to men release from prison	10,000
Project SOS 7845 Baymeadows Way Jacksonville, FL 32256	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission of strengthening families by empowering parents and educating youth to make healthy life choices	5,000
Riverside Fine Arts Association 1100 Stockton Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	5,000
Salvation Army 10900 Beach Blvd Jacksonville, FL	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to preach the gospel of Jesus Christ and to meet human needs in His name without discrimination	10,000
Second Harvest 4815 Phillips Hwy Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide food for the homeless and poor in the community	30,000
Seniors on a Mission 2050 Art Museum Drive, Suite 102 Jacksonville, Florida 32207	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to love and encourage independent-living senior citizens, enabling them to live longer, healthier, more grace and purpose-filled lives	15,000
St. Johns Riverkeeper 2800 University Blvd North Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of protecting, preserving and restoring the St. Johns River	10,000
St. Mary's Outreach Ministry P O Box 3243 Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(i)	Provide funding to enable the organization to further its church missions	15,000
Sutzbacher Center Medical Clinic 611 East Adams Street Jacksonville, Florida 32202-2847	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to empower homeless and at-risk men, women and children to achieve a better life through a full range of services.	25,000

Edna Sproull Williams Foundation

51-0198606

December 31, 2013

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Teach for America 315 West 36th Street, 8th Floor New York, NY 10018	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission of building the movement to eliminate educational inequality by enlisting the nation's most promising future leaders in the effort	10,000
Theatre Works, Inc. 630 May Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission to advance the arts	5,000
The Sanctuary 4751 Walgreen Rd Jacksonville, FL 32209	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to create self sufficient adults by providing nurturing relationships, academic support and a safe and enriching environment	13,000
Tree Hill, Inc. 7152 Lone Star Road Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission to provide environmental education	5,000
United Way 1300 Riverplace Blvd Ste 500 Jacksonville, FL	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission to provide funding to community based organizations in need	20,000
University of Florida Foundation P O Box 14425 Gainesville, FL 32604	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission to provide education	10,000
Volunteers in Medicine 41 E Duval St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission to serve the working uninsured & their families by providing access to free, high quality primary and preventive health care services	20,000
WJCT 100 Festival Park Avenue Jacksonville, Florida 32202-1397	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission to provide membership supported television & radio audiences with non commercial education, cultural and civic programming	10,000
YMCA of Florida's First Coast 12735 Gran Bay Pkwy W, Suite 250 Jacksonville, FL 32258	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission to meet the health and social service needs of 16.9 million men, women and children	40,000
Young Life PO Box 2173 Jacksonville, FL 32203-2173	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(v)	Provide funding to enable the organization to further its mission of introducing adolescents to Jesus Christ and helping them grow in their faith	35,000

TOTAL

714,500

FEDERAL FOOTNOTES

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