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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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. By law, the IRS cannot redact the information on the form.

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE WILLIAMS FAMILY FOUNDATION		A Employer identification number  54-1861951	
Number and street (or P O box number if mail is not delivered to street address) 2789 HARTLAND ROAD		B Telephone number (see instructions)  (912) 764-6951	
City or town, state or province, country, and ZIP or foreign postal code FALLS CHURCH, VA 22043		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶ \$ 2,677,821	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 ▶ <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	78,753			
	2 Check ▶ <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	33,746	33,746		
	4 Dividends and interest from securities. . . . .	37,649	37,649		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	135,942			
	b Gross sales price for all assets on line 6a 363,212				
	7 Capital gain net income (from Part IV, line 2) . . .		135,942		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	21,536			
	12 Total. Add lines 1 through 11 . . . . .	307,626	207,337		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .				
	b Accounting fees (attach schedule). . . . .	4,961	3,473		1,488
	c Other professional fees (attach schedule) . . . . .	7,590	7,590		
	17 Interest . . . . .	761	761		
	18 Taxes (attach schedule) (see instructions)	724	724		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	883	883		
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	14,919	13,431		1,488
	25 Contributions, gifts, grants paid . . . . .	118,555			118,555
	26 Total expenses and disbursements. Add lines 24 and 25	133,474	13,431		120,043
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	174,152			
	b Net investment income (if negative, enter -0-)		193,906		
	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 . . . . .			
	2	Savings and temporary cash investments . . . . .	33,183	47,995	47,995
	3	Accounts receivable ▶ <u>5,192</u>			
		Less allowance for doubtful accounts ▶ _____	3,704	5,192	5,192
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	2,409,315	2,350,132	2,330,896
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____			
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ <u>1,156</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>1,156</u>			
	15	Other assets (describe ▶ _____)	291,696	293,738	293,738
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,737,898	2,697,057	2,677,821
	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 ▶ _____)	268,830	110,965	
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	268,830	110,965	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .	2,469,068	2,586,092	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	2,469,068	2,586,092	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	2,737,898	2,697,057	

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	2,469,068
2	Enter amount from Part I, line 27a . . . . .	2	174,152
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,643,220
5	Decreases not included in line 2 (itemize) ▶ _____	5	57,128
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	2,586,092

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	135,942
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	-49,899

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))
2012	80,283	2,077,405	0 038646
2011	62,659	1,747,948	0 035847
2010	48,051	1,327,740	0 036190
2009	18,496	1,216,590	0 015203
2008	25,206	1,510,961	0 016682

2	Total of line 1, column (d). . . . .	2	0 142568
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 028514
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	2,412,998
5	Multiply line 4 by line 3. . . . .	5	68,804
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,939
7	Add lines 5 and 6. . . . .	7	70,743
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	120,043

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>		
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	1,939
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b> Add lines 1 and 2. . . . .	<b>3</b>	1,939
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	1,939
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	9
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	1,948
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <b>Refunded</b>	<b>11</b>	

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	<b>1a</b>	<b>Yes</b>	<b>No</b>
<b>b</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)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>		<b>No</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation  \$ _____ <b>(2)</b> On foundation managers  \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		<b>No</b>
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>	<b>Yes</b>	
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>	<b>Yes</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		<b>No</b>
<b>6</b> 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? . . . . .	<b>6</b>	<b>Yes</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	<b>Yes</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) VA _____			
<b>b</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? <i>If "No," attach explanation.</i>	<b>8b</b>	<b>Yes</b>	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		<b>No</b>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		<b>No</b>

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	Yes	
Website address ▶N/A				
14	The books are in care of ▶FRANK E WILLIAMS JR Telephone no ▶(912) 764-6951			
	Located at ▶PO BOX 4004 MERRIFIELD VA ZIP +4 ▶22116			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
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		
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ). . . . .	3b		No
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 2013?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
FRANK E WILLIAMS JR	PRESIDENT	0	0	0
PO BOX 4004	1 00			
MERRIFIELD, VA 22116				
HAROLD A WILLIAMS JR	VICE-PRES	0	0	0
PO BOX 4004	1 00			
MERRIFIELD, VA 22116				
FRANK E WILLIAMS III	SEC/TRAS	0	0	0
PO BOX 4004	1 00			
MERRIFIELD, VA 22116				
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.				

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

<b>Total</b> number of others receiving over \$ 50,000 for professional services. . . . .	1
---	---

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
--	----------

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

[illegible]



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	2,144,262
b	Average of monthly cash balances. . . . .	1b	12,765
c	Fair market value of all other assets (see instructions). . . . .	1c	292,717
d	Total (add lines 1a, b, and c). . . . .	1d	2,449,744
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	2,449,744
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	36,746
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,412,998
6	Minimum investment return. Enter 5% of line 5. . . . .	6	120,650

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	120,650
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	1,939
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,939
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	118,711
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	118,711
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	118,711

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	120,043
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	120,043
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	1,939
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	118,104
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				118,711
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			99,269	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . .				
d From 2011. . . . .				
e From 2012. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 120,043				
a Applied to 2012, but not more than line 2a			99,269	
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. . . . .				20,774
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 . . . . .				97,937
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). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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 2013, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 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 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) )

FRANK E WILLIAMS JR

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

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

FRANK E WILLIAMSJR  
PO BOX 4004  
MERRIFIELD, VA 22116  
(912) 764-6951

b

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

NONE

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	118,555
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)



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 )
INVESCO DEVELOPING MARKETS FUND	P	2010-10-27	2013-10-02
WASHINGTON SAVINGS BANK	P	2007-11-21	2013-05-13
NUVEEN REAL ESTATE FUND	P	2010-06-02	2013-10-02
BB&T	D	2002-07-15	2013-11-25
TFS MARKET NEUTRL FUND	P	2010-07-15	2013-10-02
CARDINAL FINANCIAL	D	2007-04-27	2013-11-13
ATP OIL AND GAS 11 875	P	2012-10-04	2013-05-07
CAPITAL GAIN DISTRIBUTIONS FRON PART	P	2013-12-31	2013-12-31
WASHINGTON FIRST	P	2010-07-15	2013-03-13
GAIN ON PARTNERSHIP DISPOSITIONS	P	2007-07-15	2013-12-31
ACCESS NATIONAL BANK	P	1999-09-29	2013-02-12
ACCESS NATIONAL BANK	P	1999-09-29	2013-03-13
BANK OF NEW ENGLAND NOTE	P	2011-06-13	2013-03-01
CARDINAL FINANCIAL	P	2007-04-27	2013-11-13
ENERGY CONVERSION 3 00	P	2012-11-19	2013-04-03
GM WTS	P	2013-12-20	2013-12-31
PATRIOT COAL 3 25	P	2012-12-28	2013-11-22
PATRIOT COAL 3 25	P	2012-07-11	2013-11-22
SANDY SPRINGS BANCORP	P	2007-02-21	2013-07-08
VIRGINIA COMMUNITY BANK	P	2008-07-03	2013-03-13

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)
8,134		7,899	235
750		6,096	-5,346
13,156		9,621	3,535
34,398		10,204	24,194
19,811		19,270	541
16,035		16,160	-125
7,244		53,512	-46,268
59,299			59,299
14,131		8,311	5,820
144			144
30,748		3,333	27,415
26,616		2,833	23,783
5,792		3,991	1,801
16,869		9,771	7,098
27,920		16,399	11,521
87			87
1,395		16,634	-15,239
2,146		17,256	-15,110
50,523		20,930	29,593
13,654		5,050	8,604




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	
			235
			-5,346
			3,535
			24,194
			541
			-125
			-46,268
			59,299
			5,820
			144
			27,415
			23,783
			1,801
			7,098
			11,521
			87
			-15,239
			-15,110
			29,593
			8,604

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY,OK 73123		PUBLIC	SCIENTIFIC	3,000
TRUMPET OF TRUTH PO BOX 1058 ROSEVILLE,CA 95678		PUBLIC	RELIGIOUS	4,000
WAYMARK MINISTRIES 1288 MYERSTOWN RD BEERHEBA SPRINGS,TN 37305		PUBLIC	RELIGIOUS	6,500
BAPTIST BIBLE HOUR PO BOX 17037 CINCINNATI,OH 45217		PUBLIC	RELIGIOUS	6,500
DONETSKY MINISTRY PO BOX 69 CULLODEN,GA 31016		PUBLIC	RELIGIOUS	5,000
SALVATION ARMY 615 SLATERS LANE ALEXANDRIA,VA 22313		PUBLIC	CHARITABLE	2,500
ADVOCATES INTL 9891 MAIN ST FAIRFAX,VA 22031		PUBLIC	RELIGIOUS	1,000
PRIMITIVE BAPTIST FOUNDATION ZETTEROWER AVENUE STATESBORO,GA 30458		PUBLIC	RELIGIOUS	28,500
ALEXANDER-THARPE FUND 150 BOBBY DODD WAY ATLANTA,GA 30332		PUBLIC	EDUCATIONAL	40,000
GA TECH FOUNDATION 760 SPRING STREET ATLANTA,GA 30308		PUBLIC	EDUCATIONAL	5,000
CANSO UNITED BAPTIST CHURCH 2789 HARTLAND RD FALLS CHURCH,VA 22043		PUBLIC	RELIGIOUS	1,000
PRS INC 1761 OLD MEADOW RD MCLEAN,VA 22102		PUBLIC	RELIGIOUS	1,000
SHIELD OF FAITH 807 ASHWOOD LANE CHATTANOOGA,TN 37415		PUBLIC	RELIGIOUS	1,150
ST SCHOLASTIC ACADEMY 271 NORTH MAIN ST PETERSHAM,MA 01366		PUBLIC	EDUCATIONAL	250
MONETA FIRE AND RESCUE 12737 OLD MONETA RD MONETA,VA 24121		PUBLIC	PUBLIC SAFETY	500
<b>Total . . . . .</b>  <b>3a</b>				118,555

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
MOUNT OLIVE CHURCH 260 CENTRAL AVENUE HACKENSACK,NJ 07601		PUBLIC	RELIGIOUS	500
NOVA PRIMITIVE BAPTIST 9640 BLAKE LANE FAIRFAX,VA 22031		PUBLIC	RELIGIOUS	4,000
ALZHEIMERS ASSOCIATION 3701 PENDER DR FAIRFAX,VA 22030		PUBLIC	SCIENTIFIC	1,000
AMERICAN DIABETES ASSOCIATION 2002 CLIIPPER PK RD BALTIMORE,MD 21211		PUBLIC	SCIENTIFIC	200
BAPTIST HERITAGE CORP 14302 WALMER SAN ANTONIO,TX 78247		PUBLIC	RELIGIOUS	1,000
BAPTIST WITNESS PO BOX 17037 CINCINNATI,OH 45217		PUBLIC	RELIGIOUS	200
CHARLES CARRIN MINISTRIES PO BOX 800 BOYNTON BEACH,FL 33435		PUBLIC	RELIGIOUS	480
GAIL TALSOV 5005 LBJ FREEWAY STE 250 DALLAS,TX 75244		PUBLIC	RELIGIOUS	400
VA TECH FOUNDATION 902 PRICES FORK RD BLACKSBURG,VA 24061		PUBLIC	SCIENTIFIC	1,000
SAUNDERS VOLUNTEER FIRE DEPT PO BOX 14 HUDDLESTON,VA 24104		PUBLIC	PUBLIC SAFETY	250
SEAA MAC 14491 SHADY OAK HAYMARKET,VA 20169		PUBLIC	SCIENTIFIC	175
SIGN OF THE TIMES 1429 HOWLETT ST HILLSVILLE,VA 24243		PUBLIC	RELIGIOUS	500
SMITH LAKE MOUNTAIN MARINE VOLUNTEE PO BOX 899 HARDY,VA 24101		PUBLIC	PUBLIC SAFETY	250
STANLEY C PHILLIPS 1159 COUNTRY RD QUITMAN,MS 39365		PUBLIC	RELIGIOUS	700
STATESBORO PRIMITIVE BAPTIST CHURCH 4 SOUTH ZETTEROWER AVE STATESBORO,GA 30458		PUBLIC	RELIGIOUS	2,000
<b>Total . . . . .</b>  <b>3a</b>				118,555

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>.</div>	<div>OMB No 1545-0047</div> <div>2013</div>

<div>Name of the organization</div> <div>THE WILLIAMS FAMILY FOUNDATION</div>	<div>Employer identification number</div> <div>54-1861951</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)( ) (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
--	---

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> THE WILLIAMS FAMILY FOUNDATION	<b>Employer identification number</b> 54-1861951
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> No.	<b>(b)</b> Name, address, and ZIP + 4	<b>(c)</b> Total contributions	<b>(d)</b> Type of contribution
<u>1</u>	FRANK E WILLIAMS JR 2789 HARTLAND ROAD  FALLS CHURCH, VA 22043	\$ 78,753	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II for noncash contributions )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )

<b>Name of organization</b> THE WILLIAMS FAMILY FOUNDATION	<b>Employer identification number</b> 54-1861951
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Part II	Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	See Additional Data Table	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____

<b>Name of organization</b> THE WILLIAMS FAMILY FOUNDATION	<b>Employer identification number</b> 54-1861951
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Part III

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

Additional Data

Software ID:  
Software Version:  
EIN: 54-1861951  
Name: THE WILLIAMS FAMILY FOUNDATION

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	100 BOEING	\$ <u>13,667</u>	<u>2013-12-20</u>
<u>1</u>	100 TARGET	\$ <u>6,234</u>	<u>2013-12-20</u>
<u>1</u>	500 CARDINAL FINANCIAL	\$ <u>33,340</u>	<u>2013-12-20</u>
<u>1</u>	300 CORNING	\$ <u>5,253</u>	<u>2013-12-20</u>
<u>1</u>	100 PENSKE AUTO GROUP	\$ <u>4,609</u>	<u>2013-12-20</u>
<u>1</u>	100 PROCTOR AND GAMBLE	\$ <u>8,218</u>	<u>2013-12-20</u>
<u>1</u>	400 STEEL DYNAMICS	\$ <u>7,432</u>	<u>2013-12-20</u>



## TY 2013 Accounting Fees Schedule

**Name:** THE WILLIAMS FAMILY FOUNDATION

**EIN:** 54-1861951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL AND ACCOUNTING	4,961	3,473		1,488

**TY 2013 Compensation Explanation****Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 54-1861951

Person Name	Explanation
FRANK E WILLIAMS JR	
HAROLD A WILLIAMS JR	
FRANK E WILLIAMS III	

**Note:** To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2013 Depreciation Schedule**

**Name:** THE WILLIAMS FAMILY FOUNDATION

**EIN:** 54-1861951

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
START-UP EXPENSES	1997-10-15	1,156	1,156	S/L	5 0000				

**TY 2013 Investments Corporate  
Stock Schedule****Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 54-1861951

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
INVESTMENTS - PURCHASED	1,528,750	1,775,856
INVESTMENTS - CONTRIBUTED	821,382	555,040

TY 2013 Land, Etc. Schedule

**Name:** THE WILLIAMS FAMILY FOUNDATION

**EIN:** 54-1861951

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	1,156	1,156		

**TY 2013 Other Assets Schedule****Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 54-1861951

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT IN PRUDENT CAPITAL	1,165	147	147
INVESTMENT IN ATEGRA GROUP, LLC	450		
INVESTMENT IN ATEGRA COMMUNITY	21,882	33,915	33,915
INVESTMENT IN PRUDENT CAPITAL II	134,423	134,433	134,433
INVESTMENT IN PRUDENT CAPITAL III	4,840	46	46
INVESTMENT IN COMPASS POINT PARTNERS	56,936	53,197	53,197
INVESTMENT-CAPITAL BANCORP NOTE	72,000	72,000	72,000

TY 2013 Other Decreases Schedule

**Name:** THE WILLIAMS FAMILY FOUNDATION

**EIN:** 54-1861951

Description	Amount
SECURITY BASIS ADJ	57,128

**TY 2013 Other Expenses Schedule****Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 54-1861951

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS	880	880		
BANK CHARGES	3	3		



# TY 2013 Other Income Schedule

**Name:** THE WILLIAMS FAMILY FOUNDATION

**EIN:** 54-1861951

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 INCOME/LOSS	18,390		
K-1 UBTI	3,146		

**TY 2013 Other Liabilities Schedule****Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 54-1861951

Description	Beginning of Year - Book Value	End of Year - Book Value
INSTALLMENT AGREEMENT	25,000	25,000
MARGIN ACCOUNT	147,384	8,915
LOANS PAYABLE	96,446	77,050

TY 2013 Other Professional Fees Schedule

**Name:** THE WILLIAMS FAMILY FOUNDATION

**EIN:** 54-1861951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGT FEES	7,590	7,590		

**TY 2013 Taxes Schedule**

**Name:** THE WILLIAMS FAMILY FOUNDATION

**EIN:** 54-1861951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES-OTHER	724	724		