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

2013**For calendar year 2013, or tax year beginning****, 2013, and ending**

Name of foundation

THE M.V. WILLIAMS FOUNDATION, INC.

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

5400 N GRAND BLVD

Room/suite

200

City or town, state or province, country, and ZIP or foreign postal code

OKLAHOMA CITY

OK 73112

G Check all that apply:☐ Initial return☐ Final return☐ Address change☐ Initial Return of a former public charity☐ Amended return☐ Name change**H** Check type of organization:☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 1,679,934.

J Accounting method:☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

73-1464753

B Telephone number (see the instructions)

(405) 879-2000

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

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

2 CK ▶ ☒ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 a Gross rents

b Net rental income or (loss)

6 a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10 a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

ATTM 5

12 Total. Add lines 1 through 11.

35,179.

35,179.

46,592.

ATTM 1

165,118.

46,592.

4,968.

903.

86,739.

82,674.

REC

OGD

ADMINISTRATIVE AND OPERATING EXPENSES

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

ATTM 5.

17 Interest

18 Taxes (attach schedule)(see instrs)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-).

c Adjusted net income (if negative, enter -0-).

12,221.

12,221.

37,450.

49,671.

12,221.

37,068.

70,453.

37,450.

37,450.

614 10

SCANNED DEC 01 2014

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		1,179.	4,961.	4,961.
	2	Savings and temporary cash investments		19,966.	138,731.	138,731.
	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)			400.	400.
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)	ATTM. 3	1,175,210.	1,089,331.	1,535,842.
	c	Investments — corporate bonds (attach schedule)				
	LIABILITIES	11	Investments — land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule)	ATTM. 4	0.		
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe)				
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		1,196,355.	1,233,423.	1,679,934.
17		Accounts payable and accrued expenses				
18		Grants payable				
NET ASSETS OR FUND BALANCES	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X			
27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, building, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds		1,196,355.	1,233,423.		
30	Total net assets or fund balances (see instructions)		1,196,355.	1,233,423.		
31	Total liabilities and net assets/fund balances (see instructions)		1,196,355.	1,233,423.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,196,355.
2	Enter amount from Part I, line 27a	2	37,068.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,233,423.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,233,423.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTM 1		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 165,118.		118,526.	46,592.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			46,592.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	46,592.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	27,650.	1,233,291.	0.022420
2011	35,450.	1,137,089.	0.031176
2010	25,500.	990,124.	0.025754
2009	27,800.	836,932.	0.033217
2008	43,441.	1,127,710.	0.038521

2 Total of line 1, column (d)	2	0.151088
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	0.030218
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,471,968.
5 Multiply line 4 by line 3	5	44,480.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	705.
7 Add lines 5 and 6	7	45,185.
8 Enter qualifying distributions from Part XII, line 4	8	37,450.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,409.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	1,409.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,409.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	920.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	900.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,820.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	411.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	411.	Refunded	

Part VIII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) OK - Oklahoma		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ G. RAINEY WILLIAMS, JR. Telephone no. ▶ (405) 879-2000			
	Located at ▶ 5400 N GRAND BLVD, SUITE 200, OKLAHOMA CITY, OK ZIP + 4 ▶ 73112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

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

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

5 b N/A

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

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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?

7 b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
G. RAINEY WILLIAMS, JR. 5400 N GRAND BLVD, #200 OKC OK 73112	PRESIDENT 0.50	0.	0.	0.
MARTHA V. WILLIAMS 5400 N GRAND BLVD, #200 OKC OK 73112	VICE-PRESIDENT 0.00	0.	0.	0.
LUCY A. BROWN 5400 N GRAND BLVD, #200 OKC OK 73112	SECY-TREAS 1.00	0.	0.	0.

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

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

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

None

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	1,425,357.
b	Average of monthly cash balances	1 b	68,644.
c	Fair market value of all other assets (see instructions)	1 c	383.
d	Total (add lines 1a, b, and c)	1 d	1,494,384.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,494,384.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,416.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,471,968.
6	Minimum investment return. Enter 5% of line 5	6	73,598.

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	73,598.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	1,409.
b	Income tax for 2013. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	1,409.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	72,189.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	72,189.
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	72,189.

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	1 a	37,450.
b	Program-related investments — total from Part IX-B	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	37,450.
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	37,450.

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				72,189.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	0.			
b From 2009	16,622.			
c From 2010	25,500.			
d From 2011	35,450.			
e From 2012	27,650.			
f Total of lines 3a through e	105,222.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 37,450.				
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) ATM.S.	37,450.			
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	72,189.			72,189.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	70,483.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	70,483.			
10 Analysis of line 9				
a Excess from 2009	0.			
b Excess from 2010	0.			
c Excess from 2011	5,383.			
d Excess from 2012	27,650.			
e Excess from 2013	37,450.			

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
<i>a Paid during the year</i> SEE ATTM 2				37,450.
Total			3 a	37,450.
<i>b Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	35,179.	
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			14	903.	
8	Gain or (loss) from sales of assets other than inventory . .			18	46,592.	
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)				82,674.	
13	Total. Add line 12, columns (b), (d), and (e)					82,674

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Property sold	P/D	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
200 SH BECTON DICKINSON_SLD#1	P	1/20/2012	10/8/2013	19,796	15,590	4,206
700 SH CISCO SYSYEMS INC LOT 2_SLD#1	P	5/31/2011	5/21/2013	16,574	11,690	4,884
1500 SH DELL INC	P	5/31/2011	4/25/2013	20,018	24,036	-4,018
600 SH HILLENBRAND INC LT 1	P	5/31/2011	10/22/2013	17,686	13,515	4,171
100 SH HILLENBRAND INC LT 2	P	5/31/2011	10/22/2013	2,948	2,252	696
300 SH HILLENBRAND INC LT 3	P	5/31/2011	10/22/2013	8,843	6,758	2,085
100 SH HOME DEPOT	P	5/31/2011	5/14/2013	7,677	3,611	4,066
100 SH HOME DEPOT_SLD#5	P	5/31/2011	3/7/2013	7,023	3,611	3,412
400 SH OMNICARE	P	5/31/2011	10/24/2013	21,436	12,598	8,838
200 SH OMNICARE_SLD#4	P	5/31/2011	7/31/2013	10,546	6,299	4,247
200 SH OMNICARE_SLD#5	P	5/31/2011	10/22/2013	11,456	6,299	5,157
500 SH THE CHARLES SCHWAB CORP LT 1_SLD#1	P	9/23/2011	10/22/2013	11,702	5,677	6,025
100 SH WELLPOINT, INC LOT 1	P	2/24/2012	10/22/2013	8,840	6,590	2,250
INTEREST IN WEST MTN PARTNERS, LP	P	7/1/2004	12/31/2013	573	0	573
				<u>165,118</u>	<u>118,526</u>	<u>46,592</u>

THE M V. WILLIAMS FOUNDATION, INC
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Part XV Supplementary Information

Line 3a. Contributions paid during the year:

Recipient's name and address			Purpose		Amount
All Souls Episcopal Church 6400 N. Pennsylvania Oklahoma City, OK 73116	N/A	N/A	General	Business	4,750
Animal Rescue Friends 1009 Northwest 75th Nichols Hills, OK 73116	N/A	N/A	General	Business	200
Casady School P O Box 20390 Oklahoma City, OK 73156	N/A	N/A	General	Business	4,600
Dean McGee Eye Institute 608 Stanton L. Young Blvd Oklahoma City, OK 73104	N/A	N/A	General	Business	10,000
Myriad Gardens 301 West Reno Oklahoma City, OK 73102	N/A	N/A	General	Business	1,000
Oklahoma Museum of Art 415 Couch Drive Oklahoma City, OK 73102	N/A	N/A	General	Business	2,500
Oklahoma Youth Expo 2501 Exchange Ave. Room 125 Oklahoma City, OK 73108	N/A	N/A	General	Business	500
Rebuilding Together OKC 730 West Wilshire, #108 Oklahoma City, OK 73116	N/A	N/A	General	Business	750
Search Ministries 5038 Dorsey Hall Drive Ellicott City, MD 21042	N/A	N/A	General	Business	1,650

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Part XV Supplementary Information

Line 3a. Contributions paid during the year:

Recipient's name and address			Purpose		Amount
Shiloh Camp 601 NE 63rd Street Oklahoma City, OK 73105	N/A	N/A	General	Business	500
St. John's Episcopal Church P O. Box 1690 Jackson, WY 83001	N/A	N/A	General	Business	2,000
Teen Recovery Solutions 720 W Wilshire Blvd., Suite 101-A Oklahoma City, OK 73116	N/A	N/A	General	Business	1,000
The Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002	N/A	N/A	General	Business	1,000
The Nature Conservancy-AZ 4245 North Fairfax Drive Arlington, VA 22203-1606	N/A	N/A	General	Business	5,000
YMCA of Oklahoma 500 North Broadway, Suite 500 Oklahoma City, OK 73102	N/A	N/A	General	Business	2,000
Totals					<u>37,450</u>

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

Line 10b. Investments—Corporate Stock:

Corporate Stock	Beg. of Yr	End of Year	
	Book Value	Book Value	FMV
3M Company	13,194	13,194	28,050
American Express Company	25,663	25,663	45,365
Becton Dickinson	31,179	15,590	22,098
Broadridge Finl Solution	36,487	36,487	63,232
Capital One Financial	31,662	31,662	53,627
C H Robinson Worldwide	11,696	11,696	11,670
Cintas Corp	19,644	19,644	35,754
CISCO Systems Inc	61,788	60,638	78,505
Dell Inc	24,036		
Federated Invs PA CI B	23,674	23,674	40,320
General Electric Company	48,931	48,931	70,075
Hillenbrand Inc	33,790	11,263	14,710
Home Depot Inc	7,223		
Intel	23,318	23,318	25,955
Johnson & Johnson	79,997	79,997	109,908
Legg Mason	34,868	34,868	60,872
Medtronic Inc	55,838	55,838	80,346
Microsoft Corp	62,251	62,251	93,525
Mondelez International	13,574	19,311	28,240
Omnicare Inc	25,197		
Pepsico Inc	82,160	82,160	99,528
Pfizer Inc	36,114	36,114	52,071
Procter & Gamble	80,247	80,247	97,692
Sigma Aldrich Corp	14,040	14,040	18,802
Sysco Corp	74,301	90,674	108,300
The Charles Schwab Corp	41,862	36,185	78,000
US Bancorp Del NEW	25,465	25,465	40,400
Wal-Mart Stores Inc	33,061	33,061	47,214
Wellpoint Inc	37,375	30,785	46,195
Western Union Company	86,575	86,575	85,388
	1,175,210	1,089,331	1,535,842

THE M.V. WILLIAMS FOUNDATION, INC.

EIN 73-1464753

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Part II Balance Sheets

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

	Beg. of Yr Book Value	End of Year Book Value	FMV
G Rainey Williams, Jr	0	400	400
	0	400	400

Line 13. Investments--Other:

	Beg of Yr Book Value	End of Year Book Value	FMV
Western Mountain Partners, L.P. EIN 05-0536453	0		
	0	0	0

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
INV INC THRU P/S	903.	903.	
NII EXCISE TAX REFUND	4,065.		
Total	<u>4,968.</u>	<u>903.</u>	

Explanation Statement

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

Line 4c

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

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

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CLARKSTON CAPITAL PARTNERS LLC	INVESTMENT ADVISORY SERVICES	12,221.			
Total		<u>12,221.</u>			