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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.**

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

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
84-6023379

Number and street (or P O box number if mail is not delivered to street address) 626 East Platte Ave | Room/suite

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

City or town, state or province, country, and ZIP or foreign postal code
Fort Morgan, CO 80701

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 16,275,181

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))

		Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1		Contributions, gifts, grants, etc , received (attach schedule)				
	2		Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3		Interest on savings and temporary cash investments	358	358		
	4		Dividends and interest from securities	462,264	462,264		
	5a		Gross rents				
		b	Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	-4,322			
		b	Gross sales price for all assets on line 6a 298,231				
	7		Capital gain net income (from Part IV, line 2)		0		
	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	458,300	462,622		
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc	12,000	6,000		6,000
	14		Other employee salaries and wages				
	15		Pension plans, employee benefits				
	16a		Legal fees (attach schedule)	4,381	4,381		
		b	Accounting fees (attach schedule)	2,850	2,850		
		c	Other professional fees (attach schedule)				
	17		Interest				
	18		Taxes (attach schedule) (see instructions)	11,524	205		
	19		Depreciation (attach schedule) and depletion				
	20		Occupancy				
	21		Travel, conferences, and meetings	327	327		
	22		Printing and publications				
	23		Other expenses (attach schedule)	1,212	1,216		
	24		**Total operating and administrative expenses.** Add lines 13 through 23	32,294	14,979		6,000
	25		Contributions, gifts, grants paid	872,786			872,785
	26		**Total expenses and disbursements.** Add lines 24 and 25	905,080	14,979		878,785
	27		Subtract line 26 from line 12				
		a	**Excess of revenue over expenses and disbursements**	-446,780			
		b	**Net investment income** (if negative, enter -0-)		447,643		
		c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	140,712	185,675	185,675
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			
10a	Investments—U S and state government obligations (attach schedule)	130,306	129,069	133,586
b	Investments—corporate stock (attach schedule)	1,877,660	1,956,940	14,663,242
c	Investments—corporate bonds (attach schedule)	1,198,050	900,754	970,643
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	236,884	237,878	322,035
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,583,612	3,410,316	16,275,181
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	3,583,612	3,410,316	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	3,583,612	3,410,316	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,583,612	3,410,316	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,583,612
2	Enter amount from Part I, line 27a	2	-446,780
3	Other increases not included in line 2 (itemize) ▶	3	273,484
4	Add lines 1, 2, and 3	4	3,410,316
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,410,316

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)
1 a	General Electric Co Notes	P	2003-03-19	2013-02-01
b	Progressive Corp Ohio Note	P	1999-11-18	2013-10-01
c	US West Communications	P	1993-09-15	2013-11-01
d	FNMA SER 1995-24 CL H	P	1987-06-30	2013-12-26
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	100,000	0	103,000	-3,000
b	50,000	0	49,312	688
c	96,995	0	99,005	-2,010
d	1,236	0	1,236	0
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	0	0	0	-3,000
b	0	0	0	688
c	0	0	0	-2,010
d	0	0	0	0
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	-4,322
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	728,610	13,819,817	0 052722
2011	1,017,711	13,232,134	0 076912
2010	785,602	12,345,657	0 063634
2009	887,440	11,155,106	0 079555
2008	1,031,568	14,726,791	0 070047

2	**Total** of line 1, column (d).	2	0 342870
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 068574
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	15,178,366
5	Multiply line 4 by line 3.	5	1,040,841
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,476
7	Add lines 5 and 6.	7	1,045,317
8	Enter qualifying distributions from Part XII, line 4.	8	878,785

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,953
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	8,953
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	8,953
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 8,560		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c**		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	8,560
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	393
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 0 **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		No

Website address ▶N/A

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

Located at ▶626 E Platte Ave Ft Morgan CO ZIP+4 ▶80701

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

		Line	Yes	No
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		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.		Line	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 page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		
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))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
EDWARD L ZORN 626 E Platte Avenue Fort Morgan, CO 80701	Trustee 3 00	3,000	0	0
PATRICK L THOMPSON 17437 Hwy 34 Fort Morgan, CO 80701	Trustee 3 00	3,000	0	0
KATHY THOMPSON 17437 Hwy 34 Fort Morgan, CO 80701	Trustee 3 00	3,000	0	0
SHAUN THOMPSON 20301 US Hwy 52 Fort Morgan, CO 80701	Trustee 3 00	3,000	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	15,121,121
b	Average of monthly cash balances	1b	288,388
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	15,409,509
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	15,409,509
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	231,143
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,178,366
6	**Minimum investment return.** Enter 5% of line 5	6	758,918

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	758,918
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,953		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,953
3	Distributable amount before adjustments Subtract line 2c from line 1			3	749,965
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	749,965
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	749,965

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	878,785
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	878,785
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	878,785

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					749,965
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
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.	86,088				
e From 2012.	728,610				
f **Total** of lines 3a through e.		814,698			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 878,785					
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.					749,965
e Remaining amount distributed out of corpus		128,820			
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		943,518			
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					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) . . .					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		943,518			
10 Analysis of line 9					
a Excess from 2009. . . .					
b Excess from 2010. . . .					
c Excess from 2011. . . .	86,088				
d Excess from 2012. . . .	728,610				
e Excess from 2013. . . .	128,820				

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)

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

See Additional Data Table

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

See Additional Data Table

c Any submission deadlines

See Additional Data Table

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

See Additional Data Table

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				872,786
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	358	
4 Dividends and interest from securities. . . .			14	462,264	
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	-4,322	
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). .				458,300	

13 Total. Add line 12, columns (b), (d), and (e). **13** 458,300

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-05-15 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
ROGER M SCHAEFER		2014-05-15	☑	
Firm's name ▶	Roger M Schaefer CPA		Firm's EIN ▶	
Firm's address ▶	PO Box 1125 319 W Platte Ave Fort Morgan, CO 80701		Phone no (970) 867-9422	

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

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

EDWARD L ZORN
626 E Platte Ave
Fort Morgan, CO 80701
(970) 867-1199

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

SCHOLARSHIP APPLICANTS MUST CONTACT THEIR HIGH SCHOOL FOR APPLICATIONS

c Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES ANNOUNCEMENT OF GRANTS AND SCHOLARSHIPS

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

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

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

EDWARD ZORN
626 East Platte Avenue
Fort Morgan, CO 80701
(970) 867-1199

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

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

c Any submission deadlines

ARE GENERALLY ANNOUNCED IN APRIL SPECIAL REQUESTS CAN BE MADE ANYTIME

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
School District RE3 Box 1425 Ft Morgan, CO 80701		PublicSchool	Scholarshipsand Summer Prog	59,425
School District RE2 527 Ind Park Brush, CO 80723		PublicSchool	ScholarshipsAnd Summer Prog	58,700
School District RE20 911 North Ave Weldona, CO 80653		PublicSchool	ScholarshipsAnd Summer Prog	17,600
School District RE50 320 Chapman Wiggins, CO 80654		PublicSchool	ScholarshipsAnd Summer Prog	12,100
Caring Ministries PO Box 157 Fort Morgan, CO 80701		Charity	Community	5,000
Childrens HospitalTCHF Courage Classic 13123 East 16th Avenue Aurora, CO 80045		Hospital	Hospital	2,000
Craig Rehabilitation 3425 S Clarkson Englewood, CO 80113		PublicHosp	MedicalResearch	5,000
Heritage Foundation PO Box 184 Fort Morgan, CO 80701		Public	Community MuseumBuilding Fund	5,000
Hospice of Northern Colorado 2726 W 11th Street Road Greeley, CO 80631		Public	Medical Care	2,500
Hospice of the Plains 1017 W 7th Avenue Wray, CO 80758		Public	Medical Care	2,500
National Jewish Medical 1400 Jackson Street Denver, CO 80206		Public	Medical care	5,000
NE Colorado Bookmobile Service 325 W 7th Stree Wray, CO 80758		PublicEduc	Community educ	2,500
Rocky Mountain PBS 1089 Bannock Street Denver, CO 80204		Public	Provideeducational service	1,000
Salk Institute PO Box 85800 San Diego, CA 921865800		PublicResearch	BiologicalStudies	5,000
Spalding Rehabilitation 600 S Cherry Street Suite 217 Denver, CO 80246		Public	RehabilitativeMedical Care	1,000
Total . . . . ▶ **3a**				872,786

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
United Way PO Box 1425 Fort Morgan, CO 80701		Public	OperatingFunds	12,000
Webb-Waring 4200 E 9th St Box C321 Denver, CO 80262		Public	MedicalResearch	5,000
Scottish Rite Foundation 1370 Grant Street Denver, CO 80203		Public	therapy forProvidingchildren	5,000
Education Foundation Scholarship Fund PO Box 17550 Denver, CO 80217		Private	Scholarships	5,000
SARA Inc PO Box 633 Ft Morgan, CO 80701		501(c)(3)	services for sexualProvide medicalassault victims	5,500
Northeast Alzheimer's Association 3001 Eighth Avenue 100 Evans, CO 80620		Private	Provide services toAlzheimer's patients	1,000
Morgan County Family Center 800 W Platte Ave Suite 1 Fort Morgan, CO 80701		501 (c) 3	needs in MorganHelp with familyCounty	2,500
Muscular Dystrophy Association 720 S Colorado Blvd Denver, CO 80246		Public	MedicalResearch	1,000
MCC HOSA 920 Barlow Road Fort Morgan, CO 80701		PublicCollege	expenses toHelp with travelnational competition	2,000
Morgan Community College 920 Barlow Road Fort Morgan, CO 80701		PublcCollege	Radiologic Technology	649,461
Total . . . . ▶ **3a**				872,786

TY 2013 Accounting Fees Schedule

Name: The Williams Family Foundation

EIN: 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Roger M Schaefer, CPA Preparation of 990	1,650			
Susan Lopez Monthly bookkeeping	1,200			

TY 2013 Investments Corporate Bonds Schedule

Name: The Williams Family Foundation

EIN: 84-6023379

Name of Bond	End of Year Book Value	End of Year Fair Market Value
American Express Senior Notes	48,120	57,765
AT&T Global Notes	103,215	114,636
Bear Stearns Co	49,817	52,226
BellSouth Telecom	33,812	34,574
CocoCola Ent Debs	53,400	64,773
Conoco Phillips	50,225	57,900
Deere & Co	51,401	56,142
EI Du Pont De Nemours	50,565	56,917
Fed Farm Credit	51,167	52,524
Ford Motor co	26,500	30,922
Ford Motor Co	24,531	28,894
GE Global Holdings Corp	51,880	57,069
HSBC Finance Corp	50,000	50,928
Keybank	48,290	53,186
Nationsbank Corp	54,000	58,137
New Plan Realty Tst	53,011	39,570
Simon Properties Group	50,915	50,163
Wal-Mart Co	49,905	54,317

TY 2013 Investments Corporate Stock Schedule

Name: The Williams Family Foundation

EIN: 84-6023379

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M Co	35,527	56,100
Abbott Labs	21,007	553,102
Abbvie Inc	22,780	762,048
Agilent Tech	6,819	87,215
All State	21,643	202,234
Allergan	14,342	660,260
Alliant Energy	19,522	58,824
American Electric Power	94,726	163,590
AT&T	46,544	52,740
Bank of America Corp	45,365	15,570
Berkshire Hathaway Class B	1,980	118,560
Berkshire Hathaway Class A	2,964	177,900
Blackrock Inc	177,230	316,470
Boeing	1,110	40,401
BP Amoco	82,845	290,348
Chevron Texaco Corp	47,272	804,171
Citigroup	57,305	10,422
Comcast	12,457	75,609
ConocoPhillips	24,328	355,299
Ingredion	486	54,768
CSX Corp	15,643	582,593
Delta		3,379
Dupont	52,821	389,820
Exxon Mobil Corp	29,434	1,121,296
General Electric Co	111,193	1,871,815
Gerneral Mills Inc	81,094	99,820
GlaxoSmithkline PLC	80,952	918,308
Halliburton	6,358	101,500
Hewlett Packard	25,634	223,840
IBM	195,225	1,693,757

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Johnson Controls Inc	26,679	51,300
Kimberly Clark Corp	62,922	104,460
Morgan Stanley Dean Witter	13,005	97,843
Nextera Energy Inc	38,439	171,240
Pepsico	65,217	82,940
Pfizer	24,932	427,962
Phillips 66	7,229	193,905
Pinnacle West Corp	30,236	52,920
Illinois Tool Works	1,397	81,389
Proctor & Gamble	66,045	81,410
Rockwell Automation	3,065	181,966
Rockwell Collins	2,665	150,797
Schlumberger	15,990	180,220
Southern Co	15,125	102,775
Sysco	29,529	36,100
Target Corp	61,340	63,270
Tupperware	1,035	56,718
Verizon Communications	57,012	73,710
Wendys/Arbys Group Inc	8,393	82,308
Westar Energy	30,142	32,170
Wisconsin Energy	61,937	496,080

TY 2013 Investments Government Obligations Schedule

Name:	The Williams Family Foundation
EIN:	84-6023379
US Government Securities - End of Year Book Value:	129,069
US Government Securities - End of Year Fair Market Value:	133,586
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2013 Investments - Other Schedule

Name: The Williams Family Foundation

EIN: 84-6023379

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Europacific AM		57,878	109,442
Income Fund of America		60,000	70,198
Capital Income Builder		60,000	67,792
American Balanced Fund		60,000	74,603

TY 2013 Legal Fees Schedule

Name: The Williams Family Foundation

EIN: 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Edward Zorn Bookkeeping and Legal review	4,381			

TY 2013 Other Expenses Schedule

Name: The Williams Family Foundation

EIN: 84-6023379

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank charges	130	130		
Dues & Subs	1,082	1,086		

TY 2013 Other Increases Schedule

Name: The Williams Family Foundation

EIN: 84-6023379

Description	Amount
Excess FMV over cost of donated stock	273,484

TY 2013 Taxes Schedule

Name: The Williams Family Foundation

EIN: 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax	205	205		
Estimated tax payments	8,560			
Income tax	2,759			