



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



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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning February 1, 2013, and ending January 31, 2014

Name of foundation Williams Mullen Foundation		A Employer identification number 54-1700227	
Number and street (or P O box number if mail is not delivered to street address) P. O. Box 1320		B Telephone number (see instructions) (804) 420-6000	
City or town, state or province, country, and ZIP or foreign postal code Richmond, VA 23218		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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 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) ► \$ 182,506		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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)			

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)	332,300			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (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				
	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	332,300				
Operating and Administrative Expenses	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)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	250			
	24 Total operating and administrative expenses. Add lines 13 through 23	250			250
	25 Contributions, gifts, grants paid	293,263			293,263
26 Total expenses and disbursements. Add lines 24 and 25	293,513			293,513	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	38,787				
b Net investment income (if negative, enter -0-)					
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	143,719	182,506	182,506		
	2 Savings and temporary cash investments					
	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)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)					
	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)	143,719	182,506	182,506		
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	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 Total net assets or fund balances (see instructions)					
	31 Total liabilities and net assets/fund balances (see instructions)	143,719	182,506			

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	143,719
2 Enter amount from Part I, line 27a	2	38,787
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	182,506
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	182,506

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				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	<div style="display: inline-block; vertical-align: middle;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	0
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

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

(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			
2011			
2010			
2009			
2008			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
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 0

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	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		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		
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		0
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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	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		
11	Enter the amount of line 10 to be. Credited to 2014 estimated tax Refunded	11		0

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶				
14	The books are in care of ▶ Craig L. Rascoe	Telephone no. ▶	804-420-6472	
	Located at ▶ 200 South 10th Street, Suite 1600, Richmond, VA	ZIP+4 ▶	23219	
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			<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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? (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)? 1b		
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? 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 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) 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? <input 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? (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		✓
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		✓

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- 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? ☐ Yes ☒ 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? ☐ Yes ☒ No

5b		✓
6b		✓
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
John L. Walker P O Box 1320, Richmond, VA 23218	President & Director <1 hour	0	0	0
Thomas R. Frantz P O Box 1320, Richmond, VA 23218	VP & Director <1 hour	0	0	0
Craig L. Rascoe P O Box 1320, Richmond, VA 23218	Treasure & Director <1 hour	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

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		NONE

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 Contributions to 501(c)(3) organizations	265,763
2 Student Education Grants	27,500
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 instructions	
3	
Total. Add lines 1 through 3	NONE

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	
b	Average of monthly cash balances	1b	137,019
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	137,019
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	137,019
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,055
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	134,964
6	Minimum investment return. Enter 5% of line 5	6	6,748

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	6,748
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,748
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,748
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	6,748

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	293,513
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	293,513
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	293,513

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				6,748
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	373,338			
b From 2009	330,634			
c From 2010	329,668			
d From 2011	344,150			
e From 2012	294,274			
f Total of lines 3a through e	1,672,064			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 293,513				
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				6,748
e Remaining amount distributed out of corpus	286,765			
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	1,958,829			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	373,338			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,585,491			
10 Analysis of line 9:				
a Excess from 2009	330,634			
b Excess from 2010	329,668			
c Excess from 2011	344,150			
d Excess from 2012	294,274			
e Excess from 2013	286,765			

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Schedule				
Total			▶ 3a	293,263
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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) 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					
4	Dividends and interest from securities					
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					
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)					
13	Total. Add line 12, columns (b), (d), and (e)					

13

0

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 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? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | |
| | (2) Other assets | 1a(2) | | |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | |
| | (4) Reimbursement arrangements | 1b(4) | | |
| | (5) Loans or loan guarantees | 1b(5) | | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | |
| 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. | | | |

[illegible]

- 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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

6/11/14
Date

Treasurer & Director
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Williams Mullen Foundation

Employer identification number

54-1700227

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 1/3 % 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 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 to 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization Williams Mullen Foundation	Employer identification number 54-1700227
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	M. Keith Kapp 1615 Craig St. Raleigh, NC 27608	\$ 14,700	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	Lawrence R. Siegel 1292 Southfield Pl. Virginia Beach, VA 23452	\$ 9,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	Thomas R. Frantz 1016 Curlew Dr Virginia Beach, VA 23451	\$ 8,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	William D. Bayliss 7 Greenway Lane Richmond, VA 23226	\$ 6,400	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	William A. Old, Jr 111B 84th St. Virginia Beach, VA 23451	\$ 5,400	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	Farhad Aghdami 108 Penshurst Rd. Richmond, VA 23221	\$ 5,300	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization Williams Mullen Foundation	Employer identification number 54-1700227
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	John M. Paris, Jr. 410 49th Street Virginia Beach, VA 23451	\$ 5,300	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	R. Brian Ball 3807 Sulgrave Rd Richmond, VA 23221	\$ 5,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	W. F. Drewry Gallalee 8903 Brieryle Rd Richmond, VA 23229	\$ 5,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	David F. Paulson, Jr 3300 Landor Rd. Raleigh, NC 27609	\$ 5,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	Philip H. Goodpasture 3206 Seminary Ave Richmond, VA 23227	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	Craig L. Mytelka 3304 Eagle Nest Pt Virginia Beach, VA 23452	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization Williams Mullen Foundation	Employer identification number 54-1700227
---	---

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
-----	----- ----- ----- -----	\$ -----	-----
(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
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization Williams Mullen Foundation	Employer identification number 54-1700227
---	---

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

WILLIAMS MULLEN FOUNDATION
SCHEDULE OF CONTRIBUTIONS, GIFTS AND GRANTS PAID
TAX YEAR 2/1/13 - 1/31/14

Date	Num	Description	Amount
7/11/2013	51007	American Diabetes Association 2814 Blue Ridge Road Raleigh NC 27607	(500.00)
2/8/2013	50932	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(2,650.00)
2/8/2013	50933	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(300.00)
3/4/2013	50951	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(4,120.00)
4/29/2013	50972	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(4,300.00)
11/7/2013	51063	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(3,750.00)
7/11/2013	51001	American Heart Association{Alternate} 3131 RDU Center//Suite 100 Morrisville NC 27560	(2,500.00)
5/28/2013	50985	American Red Cross, Greater Richmond Chapter 420 East Cary Street Richmond VA 23219	(1,250.00)
11/27/2013	51066	Artsposure 313 S. Blount Street//Suite 200B Raleigh NC 27601	(910.00)
7/11/2013	51006	Beth Shalom Home Of Eastern Virginia 6401 Auburn Drive Virginia Beach VA 23464	(1,000.00)
2/15/2013	50945	Boy Scouts Of America, Occoneechee Council P.O. Box 41229 Raleigh NC 27629	(2,500.00)
3/27/2013	50958	Boys & Girls Clubs Of Metro Richmond 5511 Staples Mill Road//Suite 301 Richmond VA 23228	(2,200.00)
6/13/2013	50993	Boys & Girls Clubs Of Virginia Peninsula, 11825 Rock Landing Dr , Newport News, VA 23606	(2,500.00)
4/29/2013	50973	Business Consortium For Arts Support{Alternate} 101 West Main Street//Suite 4500 Norfolk VA 23510	(6,000.00)

5/10/2013	50978	Cameron Art Museum 3201 South 17th Street Wilmington NC 28412	(920.00)
2/8/2013	50939	Cape Henry Collegiate School 1320 Mill Dam Road Virginia Beach VA 23454	(2,500.00)
7/15/2013	51008	Capital City Clauses P O Box 6458 Raleigh NC 27628	(500.00)
9/27/2013	51054	CARITAS P O Box 25790 Richmond VA 23260	(2,500.00)
4/18/2013	50964	Central Virginia Legal Aid Society Richmond Bar Association//P.O. Box 1213 Richmond VA 23218	(1,000.00)
10/25/2013	51062	Chesapeake Bay Wine Classic Foundation P.O Box 1175 Virginia Beach VA 23451	(2,400.00)
9/27/2013	51052	Chesterfield Public Education Foundation, Inc P O Box 3883 Richmond VA 23235	(500.00)
4/29/2013	50971	Children's Hospital Foundation 2924 Brook Road Richmond VA 23220	(2,000.00)
8/13/2013	51031	Children's Hospital Foundation 2924 Brook Road Richmond VA 23220	(300.00)
9/27/2013	51056	ChildSavers 200 North 22nd Street Richmond VA 23223	(500.00)
8/13/2013	51029	Chrysler Museum Of Art 245 West Olney Road Norfolk VA 23510- 1587	(4,270.00)
12/16/2013	51081	Collegiate School 103 N. Mooreland Road Richmond VA 23229	(2,200.00)
9/27/2013	51051	D.A. Taylor Charitable Foundation P O Box 3403 Norfolk VA 23514	(300.00)
11/7/2013	51064	D'Art Center 208 East Main Street Norfolk VA 23510	(1,000.00)
2/8/2013	50941	Elizabeth River Project 475 Water Street//Suite 103A Portsmouth VA 23704	(500.00)
4/10/2013	50963	Faison School For Autism 1701 Byrd Avenue Richmond VA 23230	(1,250.00)
1/28/2014	51091	Family Lifeline 2325 West Broad Street Richmond VA 23220	(2,500.00)
6/3/2013	50988	First Tee Richmond & Chesterfield 15521 Midlothian Tnpk//Suite 303 Midlothian VA 23113	(834.00)

2/25/2013	50948	Foodbank Of Southeastern Virginia{Alternate} 800 Tidewater Drive Norfolk VA 23504	(894.00)
2/13/2013	50942	Forkids{Alternate} 4200 Colley Avenue, Suite A Norfolk VA 23508	(4,500.00)
6/5/2013	50990	Friedreich's Ataxia Research Alliance 533 W. Uwchlan Ave Downingtown, PA 19335	(1,780.00)
8/13/2013	51028	Greater Raleigh Chamber Of Commerce P. O. Box 2978 Raleigh NC 27602-2978	(1,500.00)
1/28/2014	51092	Greater Raleigh Chamber Of Commerce P. O. Box 2978 Raleigh NC 27602-2978	(5,000.00)
7/29/2013	51010	Greater Richmond Bar Foundation, 707 E main St # 1620, Richmond, VA 23219	(500.00)
6/24/2013	50997	Greater Richmond Chamber Foundation P O Box 1598 Richmond VA 23218-1598	(10,000.00)
12/12/2013	51068	Hampden-Sydney College Institutional Advancement Hampden-Sydney VA 23943	(2,000.00)
7/29/2013	51013	Hampton Roads Chamber Foundation{Alternate1} 500 E Main Street//Suite 1300 Norfolk VA 23510	(5,000.00)
6/21/2013	50996	Hebrew Academy Of Tidewater{Alternate1} 5000 Corporate Woods Drive Virginia Beach VA 23462	(1,000.00)
5/15/2013	50980	Horizons Hampton Roads 1320 Mill Dam Road Virginia Beach VA 23454-2306	(2,500.00)
9/27/2013	51050	Hospital Hospitality House 612 East Marshall Street Richmond VA 23219	(1,150.00)
9/26/2013	51048	Jamestown-Yorktown Foundation, Inc. P.O. Box 3605 Williamsburg VA 23187-3605	(1,500.00)
5/21/2013	50983	JJ Redick Foundation c/o Children's Miracle Network//7 Albemarle Ave., SW Roanoke VA 24016	(500.00)
8/27/2013	51036	JT Walk 932 Laskin Road Virginia Beach VA 23451	(2,500.00)
4/18/2013	50965	Junior Achievement Of Central Virginia 7217 W Broad St Richmond VA 23294	(2,500.00)

3/27/2013	50960	Junior Achievement Of Eastern NC, Inc{Alternate1} 4900 Waters Edge Drive//Suite 175 Raleigh NC 27606	(4,000.00)
2/8/2013	50937	Junior Achievement Of Greater Hampton Roads{C/O Divaris} Divaris Real Estate, Inc//One Columbus Center, Suite E 700 Virginia Beach VA 23462	(700.00)
2/14/2013	50943	Junior Achievement Of Hampton Roads 6325 North Center Dr//Bldg 18, Suite 120 Norfolk VA 23502	(2,000.00)
2/8/2013	50935	Juvenile Diabetes Research Foundation Juvenile Diabets Research Foundation//10401 N Meridian Street, Ste 150 Indianapolis IN 46269	(3,500.00)
4/18/2013	50967	Juvenile Diabetes Research Foundation Juvenile Diabets Research Foundation//10401 N Meridian Street, Ste 150 Indianapolis IN 46269	(100.00)
4/19/2013	50969	Learning Together, Inc. 568 E. Lenoir Street, Ste 204 Raleigh NC 27601	(250 00)
10/15/2013	51061	Legal Aid Justice Center 1000 Preston Ave.//Suite A Charlottesville VA 22903	(1,000.00)
1/16/2014	51090	Legal Aid Of North Carolina, Inc {Alternate} P O. Box 814//201 N. Front Street, Ste -1002 Wilmington NC 28402	(350.00)
3/4/2013	50952	Legal Aid Society of Eastern Virginia 125 St. Paul's Blvd, Suite 400 Norfolk VA 23510	(1,000 00)
9/12/2013	51043	Leukemia And Lymphoma Society{Alternate} 5511 Staples Mill Road//Suite 202B Richmond VA 23228	(1,500.00)
7/11/2013	51005	Local Initiatives Support Corporation One Monument Ave, Richmond, VA 23220	(500.00)
3/4/2013	50955	Make-A-Wish Foundation 2880 Slater Road//Suite 105 Morrisville NC 27560	(1,850.00)
8/5/2013	51016	March Of Dimes, Virginia Chapter 8600 Greenbriar Circle//Suite 502 Chesapeake VA 23320	(1,000 00)

9/12/2013	51044	Martha Jefferson Hospital Foundation 500 Martha Jefferson Drive Charlottesville VA 22911	(822.00)
9/6/2013	51039	Massey Cancer Center P.O Box 980214 Richmond VA 23298-0214	(500.00)
7/11/2013	51003	Metro Richmond Sports Backers Sports Backers Stadium//100 Avenue of Champions, Suite 300 Richmond VA 23230	(3,600.00)
6/21/2013	50994	Mid Atlantic Powerboat Association (MAPA) 5544 Greenwich Road//Suite 103 Virginia Beach VA 23462	(1,000.00)
10/14/2013	51058	Mid-Atlantic Foundation For Safety And Education 1 River Place Wilmington DE 19801	(250.00)
12/27/2013	51085	Middle School Renaissance 20207501 Boulders View Drive Suite 110 Richmond, VA 23225-4047	(5,000.00)
5/15/2013	50979	Miller Oil Foundation{Alternate} P.O Box 658 Norfolk VA 23501	(2,100.00)
8/5/2013	51017	Monarch Charities 1101 Executive Boulevard Chesapeake VA 23320	(2,500.00)
9/12/2013	51040	National Multiple Sclerosis Society, Central VA Chapter 2112 W Laburnum Avenue//Suite 204 Richmond-VA 23227	(3,000.00)
7/11/2013	51004	NC Bar Association Foundation{Alternate} 8000 Weston Parkway Cary NC 27513	(1,000.00)
9/27/2013	51053	NC Free Enterprise Foundation P O Box 12406, Raleigh, NC 27605	(1,000.00)
8/13/2013	51032	Neptune Festival 265 Kings Grant Road//Suite 102 Virginia Beach VA 23452	(10,000.00)
10/15/2013	51060	New Hanover Regional Medical Center Foundation, 2131 S 17th Street, Wilmington, NC 28401	(1,100.00)
8/27/2013	51037	Norfolk Botanical Garden 6700 Azalea Garden Road Norfolk VA 23518	(2,050.00)
8/16/2013	51034	Norfolk Chamber Consort P.O. Box 11031 Norfolk, VA 23517	(150.00)

2/8/2013	50936	Norfolk Law Library 1300 Dominion Tower//999 Waterside Drive Norfolk VA 23510	(500.00)
4/29/2013	50975	North Carolina Museum Of Art 2110 Blue Ridge Road Raleigh NC 27607-6494	(1,370.00)
5/21/2013	50982	North Carolina Museum Of History Associates 5 East Edenton Street Raleigh NC 27601	(1,500.00)
12/26/2013	51084	North Carolina State Bar Foundation	(20,000.00)
7/29/2013	51012	ODU Educational Foundation, 120 Education Building Norfolk, VA 23529	(1,000.00)
7/11/2013	51002	Organization For Autism Research 200 North 14th Street//Suite 710 Arlington VA 22201	(1,000.00)
2/20/2013	50947	Patient Advocate Foundation 421 Butler Farm Rd Hampton VA 23666	(250.00)
4/29/2013	50974	Piedmont Council Of Traditional Music{PineCone} Piedmont Council Of Traditional Music (PineCone)//P O. Box 28534 Raleigh NC 27611	(1,000.00)
6/21/2013	50995	Piedmont Virginia Community College 501 College Drive Charlottesville VA 22902-7589	(1,000 00)
8/13/2013	51030	Public Art Virginia Beach Foundation, Inc. P.O. Box 66129 Virginia Beach, Virginia 23466- 6129	(5,000.00)
9/12/2013	51045	Raleigh Hall Of Fame P.O. Box 6128 Raleigh NC 27628-6128	(700.00)
2/5/2013	50931	Richmond 2015, Inc 200 South 3rd Street Richmond VA 23219	(5,000.00)
3/4/2013	50954	Richmond Little League P O Box 18331 Richmond VA 23226	(1,000.00)
3/27/2013	50957	Richmond Symphony{Alternate1} 612 East Grace Street//Suite 401 Richmond VA 23219	(1,320.00)
5/10/2013	50977	Shenandoah National Park Trust 414 E Market Street//Suite D Charlottesville VA 22902	(1,000 00)

3/27/2013	50959	Shepherd's Table Soup Kitchen{Alternate} 121 Hillsborough Street Raleigh NC 27603	(1,500.00)
7/11/2013	50999	Special Olympics Of North Carolina 2200 Gateway Center Blvd//Suite 201 Morrisville NC 27560	(500.00)
8/5/2013	51015	Sportable 1365 Overbrook Road//Room 2 Richmond VA 23220	(500.00)
4/29/2013	50976	St. Andrew's School 227 South Cherry Street Richmond VA 23220	(830.00)
7/29/2013	51011	St Catherine's School 6001 Grove Avenue Richmond VA 23226	(500.00)
1/9/2014	51088	Stop Hunger Now C/O Paul Davis, Mutual Assurance//P O. Box 6927 Richmond VA 23230	(250.00)
9/12/2013	51041	Children's Law Center, Attn: Lorr Piccolo, 616 H Street, NW, Suite 300, Washington, DC 20001	(1,500.00)
10/14/2013	51057	The First Tee Of Hampton Roads 2400 Tournament Drive Virginia Beach VA 23456	(625.00)
7/11/2013	50998	The Richmond Forum 6968 Forest Hill Avenue Richmond VA 23225	(6,798.00)
8/19/2013	51035	The Town Center Kiwanis Club Of Virginia Beach, P O Box 62111, Virginia Beach, VA 23666	(1,000.00)
12/16/2013	51083	The Virginia College Fund 4900 Augusta Avenue//Suite 101 Richmond VA 23230-3611	(1,500.00)
6/3/2013	50989	The Virginia Home 1101 Hampton Street Richmond VA 23220	(2,500.00)
4/18/2013	50968	Together We Can Inc 2014 Cameron St Raleigh NC 27605	(500.00)
9/27/2013	51055	TowneBank Foundation, Suffolk, VA 23435	(1,500.00)
2/8/2013	50938	UNC School Of Law{School of Law} P O Box 309 Chapel Hill NC 27514-0309	(510.00)
9/12/2013	51047	United Network For Organ Sharing P.O. Box 2484 Richmond VA 23218	(2,000.00)

12/13/2013	51070	United Way Of The Greater Triangle 2400 Perimeter Park Drive//Suite 150 Mornsville NC 27560	(1,000.00)
4/29/2013	50970	University Of Louisville Foundation University of Louisville//Office of University Advancement Louisville KY 40292	(500.00)
2/8/2013	50934	University Of North Carolina At Chapel Hill P.O. Box 309 Chapel Hill NC 27514-0309	(3,000.00)
9/5/2013	51038	Valentine Richmond History Center 1015 East Clay Street Richmond VA 23219	(2,260.00)
7/11/2013	51000	VCU Massey Cancer Center, 401 College St, Richmond, VA 23298	(1,200.00)
1/9/2014	51089	VCU School Of Business Foundation, P O Box 843036, Richmon, Va 23284	(1,000.00)
5/28/2013	50987	Venture Richmond 200 South Third Street Richmond VA 23219	(2,500.00)
9/12/2013	51046	Venture Richmond 200 South Third Street Richmond VA 23219	(500.00)
7/29/2013	51009	Virginia Aquarium 717 General Booth Blvd Virginia Beach VA 23451	(1,750.00)
2/14/2013	50944	Virginia Arts Festival{Alternate} 440 Bank Street Norfolk VA 23510	(4,000.00)
12/16/2013	51082	Virginia Bar Association Foundation 701 East Franklin St//Suite 1120 Richmond VA 23219	(2,000.00)
4/18/2013	50966	Virginia Beach CASA 2425 Nimmo Parkway Virginia Beach VA 23456	(2,500.00)
2/25/2013	50949	Virginia Beach Rotary Club P O. Box 2256 Virginia Beach VA 23450	(250.00)
2/20/2013	50946	Virginia Center For Inclusive Communities 5511 Staples Mill Road//Suite 202 Richmond VA 23228	(1,600.00)
10/15/2013	51059	Virginia Center For Inclusive Communities 5511 Staples Mill Road//Suite 202 Richmond VA 23228	(1,250.00)

3/4/2013	50956	Virginia Foundation For Independent Colleges 8010 Ridge Road//Suite B Richmond VA 23229	(4,000.00)
5/28/2013	50984	Virginia Historical Society, 428 N Blvd, Richmond, VA 23220	(4,000.00)
12/12/2013	51069	Virginia Law Foundation 700 East Main Street//Suite 1501 Richmond VA 23219	(2,000.00)
1/9/2014	51087	Virginia Law Foundation 700 East Main Street//Suite 1501 Richmond VA 23219	(2,000.00)
6/7/2013	50991	Virginia Museum Of Fine Arts Foundation 200 N Boulevard Richmond VA 23220-4007	(2,500.00)
3/29/2013	50962	Volunteer Hampton Roads 400 West Olney Road//Suite B Norfolk VA 23507	(2,000.00)
11/14/2013	51065	Wake County Bar Association Foundation 8000 Weston Parkway Cary NC 27513	(420.00)
5/21/2013	50981	Weinstein Jewish Community Center 5403 Monument Avenue Richmond VA 23226	(500.00)
3/4/2013	50950	World Pediatric Project 7201 Glen Forest Drive//Suite 304 Richmond VA 23226	(1,130.00)
9/27/2013	51049	YMCA of Greater Richmond 2 West Franklin Street Richmond VA 23220	(500.00)
3/4/2013	50953	YWCA Lower Cape Fear 2815 South College Road Wilmington NC 28412	(1,400.00)
3/27/2013	50961	YWCA Of Richmond 6 North 5th Street Richmond VA 23219	(750.00)
8/5/2013	51024	Duke University Cashiering Box 90759 Durham NC 27708-0759	(1,250.00)
12/16/2013	51074	Duke University Cashiering Box 90759 Durham NC 27708-0759	(1,250.00)
8/5/2013	51026	Elon University P.O Box 398 Elon NC 27244	(1,250.00)
12/16/2013	51075	Elon University P.O Box 398 Elon NC 27244	(1,250.00)
8/5/2013	51023	Old Dominion University Office of Finance//121 Rollins Hall Norfolk VA 23529	(1,250.00)
12/16/2013	51073	Old Dominion University Office of Finance//121 Rollins Hall Norfolk VA 23529	(1,250.00)

8/5/2013	51021	Tidewater Community College Educational Foundation P.O. Box 3575 Norfolk VA 23514-3575	(1,250.00)
12/16/2013	51079	Tidewater Community College Educational Foundation P.O. Box 3575 Norfolk VA 23514-3575	(1,250.00)
8/5/2013	51022	Treasurer of Virginia Tech, Suite 2400 University Gateway Center 902 Prices Fork Rd, Blacksburg, VA 24061	(1,250.00)
12/16/2013	51080	Treasurer of Virginia Tech, Suite 2400 University Gateway Center 902 Prices Fork Rd, Blacksburg, VA 24061	(1,250.00)
8/13/2013	51033	University Of Mary Washington P.O. Box 37084 Baltimore MD 21297-3084	(1,250.00)
12/16/2013	51071	University Of Mary Washington P.O. Box 37084 Baltimore MD 21297-3084	(1,250.00)
8/5/2013	51025	University Of Virginia P.O. Box 400999 Charlottesville VA 22904	(1,250.00)
12/4/2013	51067	University Of Virginia P.O. Box 400999 Charlottesville VA 22904	(1,250.00)
8/5/2013	51018	Virginia Commonwealth University P.O. Box 843036 Richmond VA 23284-3036	(1,250.00)
8/5/2013	51019	Virginia Commonwealth University P.O. Box 843036 Richmond VA 23284-3036	(1,250.00)
8/5/2013	51020	Virginia Commonwealth University P.O. Box 843036 Richmond VA 23284-3036	(1,250.00)
12/16/2013	51072	Virginia Commonwealth University P.O. Box 843036 Richmond VA 23284-3036	(1,250.00)
12/16/2013	51077	Virginia Commonwealth University P.O. Box 843036 Richmond VA 23284-3036	(1,250.00)
12/16/2013	51078	Virginia Commonwealth University P.O. Box 843036 Richmond VA 23284-3036	(1,250.00)
8/5/2013	51027	West Virginia University P. O. Box 6003 Morgantown WV 26506	(1,250.00)
12/16/2013	51076	West Virginia University P. O. Box 6003 Morgantown WV 26506	(1,250.00)

Total

(293,263.00)

WILLIAMS MULLEN FOUNDATION

EIN 54-1700227

FOR TAX YEAR BEGINNING FEBRUARY 1, 2013 AND ENDING JANUARY 31, 2014

FORM 990-PF

SCHEDULE OF OTHER EXPENSES - LINE 23

DATE	REFERENCE	PAYEE	DESCRIPTION	AMOUNT
6/10/2013	50992	Treasurer of Virginia	Annual Registration Fee	\$200.00
2/8/2013	50940	State Corporation Commission	2013 Annual Report Fee	\$25.00
1/8/2014	51086	State Corporation Commission	2014 Annual Registration Fee	\$25.00
6/10/2013	50992	Treasurer of Virginia	Annual Reg Fee	<u>\$250.00</u>

OTHER EXPENSES