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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
WILLIAMS FAMILY PRIVATE FOUNDATION

A Employer identification number
27-2203213

Number and street (or P O box number if mail is not delivered to street address)
456 MONTGOMERY STREET 1040

Room/suite

B Telephone number (see instructions)
(415) 398-5900

City or town, state or province, country, and ZIP or foreign postal code
SAN FRANCSICO, CA 94123

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 25,054,031

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	17,277,534			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	30	30		
	4	Dividends and interest from securities	462,857	462,857		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	3,601,162			
	b	Gross sales price for all assets on line 6a 21,204,563				
	7	Capital gain net income (from Part IV, line 2)		3,601,162		
	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)	-23,942	-23,942		
	12	**Total.** Add lines 1 through 11	21,317,641	4,040,107		
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)	67,736	44,561		23,175
	17	Interest	186	186		
	18	Taxes (attach schedule) (see instructions)	5,687	12		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	26	26		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	73,635	44,785		23,175
	25	Contributions, gifts, grants paid	96,110			96,110
	26	**Total expenses and disbursements.** Add lines 24 and 25	169,745	44,785		119,285
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	21,147,896			
	b	**Net investment income** (if negative, enter -0-)		3,995,322		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2014)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	164,841	136,048	136,048
	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)	5,790,889	23,338,218	24,662,486
	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)		259,797	255,497
	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)	5,955,730	23,734,063	25,054,031
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,955,730	23,734,063	
	30	**Total net assets or fund balances** (see instructions)	5,955,730	23,734,063	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,955,730	23,734,063	

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	5,955,730
2	Enter amount from Part I, line 27a	2	21,147,896
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	27,103,626
5	Decreases not included in line 2 (itemize) ▶	5	3,369,563
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	23,734,063

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				

	(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			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,601,162
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 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))
2013	120,813	1,910,291	0 063243
2012	113,738	1,878,061	0 060561
2011	33,899	1,335,956	0 025374
2010	7,937	832,544	0 009533
2009			

2	**Total** of line 1, column (d).	2	0 158711
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 039678
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	14,037,472
5	Multiply line 4 by line 3.	5	556,979
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	39,953
7	Add lines 5 and 6.	7	596,932
8	Enter qualifying distributions from Part XII, line 4.	8	119,285

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**	79,906
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**	79,906
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**	79,906
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	**6a**	6,071		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868) . . .	**6c**	82,000		
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d.			**7**	88,071
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**	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**. . . ▶			**10**	8,165
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 8,165 **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 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?	**2**		No
	If "Yes," attach a detailed description of the activities.			
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?	**5**		No
	If "Yes," attach the statement required by General Instruction T.			
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) ▶DE, CA			
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 2014 or the taxable year beginning in 2014 (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)*

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

Website address ▶N/A

14 The books are in care of ▶SCOTT PRICE Telephone no ▶(415) 398-5900

Located at ▶456 MONTGOMERY STREET STE 1040 SAN FRANCISCO CA ZIP+4 ▶94104

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 |

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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 2014?.	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. ☐ **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 2014 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 2014.).*	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 2014?	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 4945(d)(4)(A)? (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
JEFF E WILLIAMS 456 MONTGOMERY STREET SUITE 1040 SAN FRANCISCO,CA 94104	CO-PRESIDENT 1 00	0	0	0
MELISSA F WILLIAMS 456 MONTGOMERY STREET SUITE 1040 SAN FRANCISO,CA 94104	CO-PRESIDENT 1 00	0	0	0

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

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

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

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. . . . . ▶

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 N/A	
2	
All other program-related investments See 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	14,118,892
	b	Average of monthly cash balances		1b	132,349
	c	Fair market value of all other assets (see instructions)		1c	0
	d	**Total** (add lines 1a, b, and c)		1d	14,251,241
	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	14,251,241
4		Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	213,769
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	14,037,472
6		**Minimum investment return.** Enter 5% of line 5		6	701,874

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	701,874
2a		Tax on investment income for 2014 from Part VI, line 5	2a	79,906		
	b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
	c	Add lines 2a and 2b			2c	79,906
3		Distributable amount before adjustments Subtract line 2c from line 1			3	621,968
4		Recoveries of amounts treated as qualifying distributions			4	
5		Add lines 3 and 4			5	621,968
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	621,968

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	119,285
	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	119,285
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	119,285

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 2013	**(c)** 2013	**(d)** 2014
1	Distributable amount for 2014 from Part XI, line 7				621,968
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only.			3,302	
b	Total for prior years 20___ , 20___ , 20___				
3	Excess distributions carryover, if any, to 2014				
a	From 2009.				
b	From 2010.				
c	From 2011.				
d	From 2012.				
e	From 2013.				
f	**Total** of lines 3a through e.				
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 119,285				
a	Applied to 2013, but not more than line 2a			3,302	
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 2014 distributable amount.				115,983
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount —see instructions				
e	Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				505,985
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2010. . . .				
b	Excess from 2011. . . .				
c	Excess from 2012. . . .				
d	Excess from 2013. . . .				
e	Excess from 2014. . . .				

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 2014, 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) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(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))

JEFF MELISSA WILLIAMS

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				96,110
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	30	
4 Dividends and interest from securities. . . .			14	462,857	
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	3,601,162	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue **a** US COMMODITY FUND INDEX			14	-24,579	
b STRATEGIC VALUE SPECIAL SITUA			14	637	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				4,040,107	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 4,040,107

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

******	2015-11-11	******
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
SCOTT B PRICE		2015-11-11	☑	P01202596

Firm's name ▶
SCOTT B PRICE & COMPANY

Firm's EIN ▶ 94-2968562

Firm's address ▶
456 MONTGOMERY ST STE 1040 SAN
FRANCISCO, CA 941041191

Phone no (415) 398-5900

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*				
LEUKEMIA & LYMPHOMA SOCIETY NC 401 HARRISON OAKS BLVD SUITE 200 CARY,NC 27513	N/A	PC	GENERAL & UNRESTRICTED	35,000
NORTH CAROLINA STATE UNIV ALUMNI 2450 ALUMNI DRIVE RALEIGH,NC 27606	N/A	PC	CALDWELL FELLOWS - CCL	37,000
RILEY CHILDREN'S FOUNDATION 30 SOUTH MERIDIAN STREET SUITE 200 INDIANAPOLIS,IN 46204	N/A	PC	GENERAL & UNRESTRICTED	1,000
DUKE UNIVERSITY PO BOX 90581 DURHAM,NC 27708	N/A	PC	ATHLETICS	8,110
LEUKEMIA & LYMPHOMA SOCIETY NC 401 HARRISON OAKS BLVD SUITE 200 CARY,NC 27513	N/A	PC	GENERAL & UNRESTRICTED	5,000
HOPE AND RESTORATION PATHWAYS 501 GATEWAY DR NUM 101 CLAYTON,NC 27520	N/A	PC	GENERAL & UNRESTRICTED	10,000
Total . . . . ▶ **3a**				96,110

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TY 2014 Investments Corporate Stock Schedule

Name: WILLIAMS FAMILY PRIVATE FOUNDATION

EIN: 27-2203213

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC	728,657	2,159,585
ISHARES MSCI GERMANY		
ISHARES MSCI UK INDEX		
JANUS GLOBAL TECHNOLOGY FUND		
JP MORGAN ALERIAN MLP INDEX ET		
MILLER CONVERTIBLE FUND CLASS		
PRAXAIR INC		
PROCTOR GAMBLE CO		
TOTAL FINA ELF S.A.		
WELLS FARGO ADVANTAGE INDEX FU		
ISHARES RUSSELL 2000	1,218,067	1,350,749
ISHARES TRUST CORE S&P MID-CAP	1,241,765	1,357,499
ISHARES TRUST CORE S&P MID-CAP	575,178	612,505
VANGUARD FTSE EMERGING MARKETS	123,906	120,620
VANGUARD FTSE EMERGING MARKETS	476,704	461,991
VANGUARD FTSE DEVELOPED MKT ETF	951,896	917,757
WISDOMTREE TRUST EUROPE HEDGED	401,132	408,306
COLUMBIA ACORN EMERGING MKTS CLASS Z	488,789	475,684
DRIEHAUS EMERGING MKTS GR FD	669,343	622,729
HARBOR INTERNATIONAL FUND	969,854	926,248
INVESCO EQUALLY WEIGHTED S& P 500 FD	1,946,287	2,013,610
SALIENT MLP & ENERGY INFRASTRUCTURE	894,801	853,161
ABERDENN GLOBAL HIGH INCOME FUND CLA	1,118,953	1,028,726
ANGEL OAK MULTI STRATEGY INCOME CLAS	1,950,772	1,938,857
AVENUE CREDIT STRATEGIES FD CLASS IN	484,087	451,308
BLACKROCK HIGH YIELD BOND I	243,147	233,659
BLACKROCK HIGH YIELD BOND I	199,707	202,411
DOUBLE LINE TOTAL RETURN FD INSTL	1,935,494	1,930,661
DOUBLE LINE EMERGING MKTS FIXED INC	735,097	717,488
OPPENHEIMER SR FLOATING RATE FD CLAS	299,056	288,254

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUTNAM JDIVERSIFIED INC FD CLASS Y	1,605,760	1,573,511
PUTNAM SHORT DURATION INC FD Y	613,177	612,369
THIRD AVENUE FOCUSED CREDIT INSTL	822,219	712,096
BLACKROCK GLOBAL LONG SH EQUITY FD C	675,748	682,254
PUTNAM CAPITAL SPECTRUM FD CLASS Y	832,062	863,148
PUTNAM SHORT DURATION INC FD A	200,165	200,159
BLUE MOUNTAIN CREDIT ALT FD LTD	631,250	628,050
ADVENT SOFTWARE INC	3,208	3,095
AKORN INC	4,963	5,032
ALBEMARLE CORP	3,334	2,886
ALIGN TECH INC	4,166	4,193
AUTOLIV INC	6,754	6,792
AEROSPACE INC	3,304	2,843
BITAUTO HLDGS LTD SPON ADR	3,120	4,154
CARRIZO OIL & GAS INC	6,025	3,910
CBRE GROUP	6,629	6,953
CENTENE GROUP	3,235	4,362
CIENA GROUP NEW	3,879	3,785
CONSTELLIUM NV CL A EUR	1,873	1,002
CORE LABORATIES N V EUR	3,105	2,286
DECKERS OUTDOOR CORP	3,907	3,824
DEXCOM INC	2,425	3,083
DILLARDS INC CL A	3,363	3,630
DOLBY LABORATORIES INC CL A	3,460	3,493
ENANTA PHARMACUETICALS INC	2,314	2,644
ENTEGRIS INC	3,341	3,276
EXPEDIA INC	8,243	8,792
FEI COMPANY	3,809	3,975
FIRST REPUBLIC BANK	5,223	5,004
FOOT LOCKER INC	5,288	5,843

Name of Stock	End of Year Book Value	End of Year Fair Market Value
F5 NETWORKS INC	5,583	6,393
GARTNER INC	5,597	6,653
GENTEX INC	2,897	3,541
GLOBAL PAYMENTS INC	4,906	5,409
HAIN CELESTIAL GROUP INC	4,340	4,313
HD SUPPLY HLDGS INC	4,008	4,306
HEARTLAND PAYMENT SY INC	3,647	4,640
IAC INTERACTIVE CORP	7,122	6,505
ICON PLC EUR	3,476	3,263
INFORMATICA CORP	2,456	2,746
INSULET CORP	1,866	2,165
INTERACTIVE BROKERS GROUP INC	1,401	1,750
ISIS PHARMACEUTICALS INC	2,884	6,112
JAZZ PHARMACEUTICALS PLC	4,259	4,584
KAPSTONE PAPER AND PACKAGING CORP	4,487	4,455
KERRY BIOPHARMACEUTICALS INC	2,470	2,236
KLX INC	1,274	990
MANHATTAN ASSOC INC	1,715	2,158
MARKETAXESS HOLDINGS INC	1,015	1,506
MEDIVATION INC	5,122	5,977
MOMENTA PHARMACEUTICALS INC	938	1,023
NETSCOUT SYSTEMS INC	3,117	2,631
NEUSTAR INC CL A	2,508	2,613
NORDSON CORP	4,292	4,288
OLD DOMINION FREIGHT LINES INC	5,783	6,988
PETSMART INC	6,601	7,642
POLARIS INDUSTRIES INC	6,057	6,957
POWER INTERGRATIONS INC	3,359	3,156
PROTO LABS INC	1,939	1,612
ROBERT HALF INTL INC	7,053	8,640

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROVICORP COM	2,608	2,530
SIGNET JEWELERS LTD	8,185	9,605
SILGAN HOLDINGS INC	4,105	4,288
SPLUNK INC	3,066	3,301
TABLEAU SOFTWARE INC CL A	3,502	4,831
TANDEM DIABETES CARE INC	738	711
TOTAL SYSTEM SVS INC	5,988	6,418
TOWERS WATSON & CO CL A	4,768	5,206
UNITED THERAPEUTIC CORP	1,676	2,331
UNIVERSAL HEALTH SVCS	6,612	8,011
UNTD RENTALS INC	8,184	7,753
VALMONT INDUSTRIES INC	3,866	3,302
VERINT SYSTEMS INC	3,420	3,322
WABTEC INC	6,788	7,299
WHITING PETROLEUM CORP NEW	6,023	2,376
WILLIAMS SONOMA INC	5,542	5,979
WUXI PHARAMATECH CAYMAN INC	3,343	3,434
WYNDHAM WORLDWIDE CORP	4,653	5,231
XL GROUP PLC SHS	4,817	4,846
YELP INC	3,404	2,737
YY INC UNSPONSORED CL A ADR	4,309	3,927
ZULILY INC CL A	2,408	1,544

TY 2014 Investments - Other Schedule

Name: WILLIAMS FAMILY PRIVATE FOUNDATION

EIN: 27-2203213

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
US COMMODITY INDEX FUND		124,871	121,208
ARES EUROPEAN REAL ESTATE		29,289	29,289
STRATEGIC VALUE SPECIAL SITUATIONS		105,637	105,000

TY 2014 Other Decreases Schedule

Name: WILLIAMS FAMILY PRIVATE FOUNDATION

EIN: 27-2203213

Description	Amount
DIFF IN BASIS OF DONATED ASSETS	3,369,563

TY 2014 Other Expenses Schedule

Name: WILLIAMS FAMILY PRIVATE FOUNDATION

EIN: 27-2203213

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	26	26		

TY 2014 Other Income Schedule

Name: WILLIAMS FAMILY PRIVATE FOUNDATION

EIN: 27-2203213

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
US COMMODITY FUND INDEX	-24,579	-24,579	
STRATEGIC VALUE SPECIAL SITUA	637	637	

TY 2014 Other Professional Fees Schedule

Name: WILLIAMS FAMILY PRIVATE FOUNDATION

EIN: 27-2203213

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	44,561	44,561		
ADMINISTRATIVE FEES	23,175			23,175

TY 2014 Taxes Schedule

Name: WILLIAMS FAMILY PRIVATE FOUNDATION

EIN: 27-2203213

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED TAX FOR 2014	5,600			
FOREIGN TAXES PAID	12	12		
LICENSES AND FEES	75			

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 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

2014

Name of the organization
WILLIAMS FAMILY PRIVATE FOUNDATION

Employer identification number
27-2203213

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 foundation

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

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the $33\frac{1}{3}$% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization	Employer identification number
WILLIAMS FAMILY PRIVATE FOUNDATION	27-2203213

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
1	JEFF MELISSA WILLIAMS 1855 SANNITA PLACE PLEASANTON, CA 94566	$ 17,277,534	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
WILLIAMS FAMILY PRIVATE FOUNDATION	27-2203213

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization	**Employer identification number**
WILLIAMS FAMILY PRIVATE FOUNDATION	27-2203213

Part III ***Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** 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

Additional Data

Software ID:
Software Version:
EIN: 27-2203213
Name: WILLIAMS FAMILY PRIVATE FOUNDATION

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ISHARES MSCI UK, 50,277 SHS	$ 1,032,187	2014-03-18
1	ISHARES TRUST CORE S&P, 9375 SHS	$ 1,241,766	2014-10-20
1	SIGNET JEWELERS, 575 SHS	$ 63,345	2014-10-20
1	CARRIZO OIL & GAS INC, 737 SHS	$ 34,060	2014-10-20
1	WYNDHAM WORLDWIDE CORP, 530 SHS	$ 40,818	2014-10-20
1	HELMERICH & PAYNE INC, 427 SHS	$ 36,763	2014-10-20
1	PETSMART INC, 162 SHS	$ 10,902	2014-10-20
1	TOTAL SYSTEM SERVICES INC, 1,639	$ 48,383	2014-10-20
1	WHITING PETROLEAUM CORP, 628 SHS	$ 37,416	2014-10-20
1	ISHARES MSCI GERMANY, 39,929 SHS	$ 1,227,218	2014-03-18

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

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
1	ISHARES RUSSELL 2000, 11292 SHS	$ 1,218,068	2014-10-20
1	XL GROUP PLC, 1,242 SHS	$ 40,104	2014-10-20
1	CULLEN FROST BANKERS INC, 442 SH	$ 32,721	2014-10-20
1	EXPEDIA INC, 895 SHS	$ 67,787	2014-10-20
1	IAC INTERACTIVE CORP, 928 SHS	$ 55,007	2014-10-20
1	POLARIS INDUSTRIES, 387 SHS	$ 55,947	2014-10-20
1	UNTD RENTALS INC, 614 SHS	$ 63,257	2014-10-20
1	CALAMOS MKT NEUTRAL INC, 68944 S	$ 884,554	2014-10-22
1	POWERSHARES DB MULTI SEC, 31,586	$ 875,880	2014-03-18
1	VANGUARD SECTOR INDEX FD, 13280	$ 1,248,918	2014-10-20

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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	AFFILIATED MANAGERS GRP, 210 SHS	$ 38,835	2014-10-20
1	DILLARDS INC CL A, 247 SHS	$ 25,492	2014-10-20
1	FEI COMPANY, 377 SHS	$ 29,349	2014-10-20
1	INFORMATICA CORP, 95 SHS	$ 3,117	2014-10-20
1	ROBERT HALF INTL INC, 885 SHS	$ 41,347	2014-10-20
1	UNITED THERAPEUTICS CORP, 163 SH	$ 20,343	2014-10-20
1	BLACKROCK HIGH YIELD BND, 170825	$ 1,400,763	2014-10-22
1	POWERSHARES DB MULTI SEC, 17,098	$ 502,767	2014-06-03
1	VANGUARD DIVIDEND APPRE, 50992 S	$ 3,812,162	2014-10-20
1	AUTOLIV INC, 559 SHS	$ 51,386	2014-10-20

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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	DOLBY LABORATORIES INC CL A, 706	$ 28,127	2014-10-20
1	FIRST REPUBLIC BANK, 836 SHS	$ 38,991	2014-10-20
1	KAPSTONE PAPER & PACKAGING CORP,	$ 33,068	2014-10-20
1	SALIX PHARMACEUTICALS LTD, 234 S	$ 32,735	2014-10-20
1	UNIVERSAL HEALTH SVCS CL B, 621	$ 64,360	2014-10-20
1	MFS SER TR III MUNI HIGH, 156757	$ 1,269,728	2014-10-22
1	ISHARES MSCI SOUTH KOREA, 9,188	$ 527,621	2014-10-20
1	VANGUARD FTSE EM MKTS, 3681 SHS	$ 151,326	2014-10-20
1	B/E AEROSPACE INC, 342 SHS	$ 26,363	2014-10-20
1	ENTEGRIS INC, 2,162 SHS	$ 24,809	2014-10-20

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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GARTNER INC, 684 SHS	$ 50,595	2014-10-20
1	NORDSON CORP, 469 SHS	$ 32,868	2014-10-20
1	SILGAN HOLDINGS INC, 701 SHS	$ 34,349	2014-10-20
1	VISTEON CORP, 400 SHS	$ 35,660	2014-10-20
1	SPDR S&P CHINA ETF, 5,504 SHS	$ 419,350	2014-10-20
1	JAZZ PHARMACEUTICALS, 46 SHS	$ 7,041	2014-10-20
1	CBRE GROUP INC CL A, 1,756 SHS	$ 51,284	2014-10-20
1	WILLIAMS SONOMA INC, 674 SHS	$ 42,994	2014-10-20
1	HEARTLAND PAYMENT SYSTEMS, 756 S	$ 36,832	2014-10-20
1	PAREXEL INTL CORP, 568 SHS	$ 34,012	2014-10-20

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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	TOWERS WATSON & CO CL A, 397 SHS	$ 40,833	2014-10-20
1	WABTEC INC, 725 SHS	$ 53,926	2014-10-20