



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



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 FOUNDATION		A Employer identification number 31-6032504	
Number and street (or P O box number if mail is not delivered to street address) C/O PNC BANK NA PO BOX 94651		B Telephone number (see instructions) (216) 257-4714	
City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, OH 441014651		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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 11,180,429		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 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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	161,000			
	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.	332,759	332,759		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	690,890			
	b Gross sales price for all assets on line 6a 2,602,685				
	7 Capital gain net income (from Part IV, line 2) . . .		690,890		
	8 Net short-term capital gain			0	
	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)	1,840			
	12 Total. Add lines 1 through 11	1,186,489	1,023,649		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,400	0		2,400
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	23,478	3,478		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	44,994	44,119		875
	24 Total operating and administrative expenses. Add lines 13 through 23	70,872	47,597	0	3,275
	25 Contributions, gifts, grants paid	393,750			393,750
	26 Total expenses and disbursements. Add lines 24 and 25	464,622	47,597	0	397,025
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	721,867			
	b Net investment income (if negative, enter -0-)		976,052		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	191,671	311,365	311,365
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	7,255,275	8,024,812	10,852,860
	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)	16,215	16,204	16,204
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,463,161	8,352,381	11,180,429
	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 ▶ <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 checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	7,463,161	8,352,381	
	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)	7,463,161	8,352,381	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	7,463,161	8,352,381	

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 7,463,161
2	Enter amount from Part I, line 27a	2 721,867
3	Other increases not included in line 2 (itemize) ▶  _____	3 168,875
4	Add lines 1, 2, and 3	4 8,353,903
5	Decreases not included in line 2 (itemize) ▶  _____	5 1,522
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 8,352,381

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	690,890
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	391,450	9,209,582	0 042505
2012	286,990	8,132,208	0 035291
2011	686,828	7,302,175	0 094058
2010	187,513	6,552,469	0 028617
2009	417,672	5,837,982	0 071544

2	Total of line 1, column (d).	2	0 272015
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 054403
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	10,480,371
5	Multiply line 4 by line 3.	5	570,164
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,761
7	Add lines 5 and 6.	7	579,925
8	Enter qualifying distributions from Part XII, line 4.	8	397,025

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 VIExcise 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 <input type="checkbox"/> and enter "N/A" on line 1			
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		119,521	
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-)		20	
3		Add lines 1 and 2.		319,521	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		519,521	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	52,152	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		752,152	
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		80	
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.		1032,631	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 32,631 Refunded <input type="checkbox"/>		110	

Part VII-AStatements Regarding Activities

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		Yes	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 <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$					
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$					
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) <input type="checkbox"/> OH					
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. <input type="checkbox"/>		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				
14	The books are in care of PNC BANK NA Telephone no (216) 257-4714 Located at PO BOX 94651 CLEVELAND OH ZIP+4 441014651			
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		
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? 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	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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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		No
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 checked="" type="checkbox"/> 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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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?

YesNo

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?

YesNo

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?

YesNo

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
See Additional Data Table				

2

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

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

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

0

Form 990-PF (2014)

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See 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	10,639,971
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,639,971
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	10,639,971
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	159,600
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,480,371
6	Minimum investment return. Enter 5% of line 5.	6	524,019

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	524,019
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	19,521
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	19,521
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	504,498
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	504,498
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	504,498

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	397,025
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	397,025
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	397,025
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				504,498
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	43,356			
b From 2010.	0			
c From 2011.	334,013			
d From 2012.	0			
e From 2013.	0			
f Total of lines 3a through e.	377,369			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 397,025				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				397,025
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	107,473			107,473
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	269,896			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	269,896			
10 Analysis of line 9				
a Excess from 2010. . . .	0			
b Excess from 2011. . . .	269,896			
c Excess from 2012. . . .	0			
d Excess from 2013. . . .	0			
e Excess from 2014. . . .	0			

Part XIV

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. . . .

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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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:

■ 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))

• 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	393,750
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

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)
---------------	--

Form **990-PF** (2014)

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)		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			

[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

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.

Sign Here	*****	2015-11-16	*****	<div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name JOHN R KULLANDER	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	Firm's name <input checked="checked" type="checkbox"/> PNC BANK NA			Firm's EIN <input checked="checked" type="checkbox"/> 22-1146430	
	Firm's address <input checked="checked" type="checkbox"/> 620 LIBERTY AVENUE 10TH FLOOR Pittsburgh, PA 152222705			Phone no (216) 257-4714	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1385 AT&T INC		2010-09-29	2014-01-09
260 AT&T INC		2013-09-24	2014-01-09
450 KIMBERLY-CLARK CORP COM			2014-01-09
1090 MCDONALDS CORP COM			2014-01-09
5 ONE GAS INC-W/I		2010-12-06	2014-02-07
2175 AT&T INC			2014-02-10
1180 BRISTOL MYERS SQUIBB CO		2010-10-06	2014-02-10
1387 ONE GAS INC-W/I			2014-02-10
1605 ONEOK INC NEW			2014-02-26
2130 WILLIAMS COS INC DEL COM			2014-02-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
47,118		39,709	7,409
8,845		8,884	-39
46,580		43,032	3,548
104,653		78,090	26,563
17		7	10
70,252		62,323	7,929
60,048		32,155	27,893
44,731		19,639	25,092
95,081		43,836	51,245
87,402		63,023	24,379

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,409
			-39
			3,548
			26,563
			10
			7,929
			27,893
			25,092
			51,245
			24,379

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1890 BRISTOL MYERS SQUIBB CO			2014-03-20
1935 INTEL CORP		2013-06-07	2014-03-20
2415 INTEL CORP			2014-03-20
680 AUTOMATIC DATA PROCESSING INC			2014-04-16
5500 MATTEL INC			2014-04-16
940 CULLEN FROST BANKERS INC			2014-05-13
500 CULLEN FROST BANKERS INC			2014-06-05
50 INTEL CORP		2014-04-21	2014-06-05
2865 INTEL CORP			2014-06-05
405 CULLEN FROST BANKERS INC			2014-06-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
102,057		51,443	50,614
48,441		47,259	1,182
60,457		54,926	5,531
51,071		29,979	21,092
210,082		139,164	70,918
71,708		69,250	2,458
38,138		36,651	1,487
1,373		1,349	24
78,670		63,062	15,608
31,795		28,830	2,965

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			50,614
			1,182
			5,531
			21,092
			70,918
			2,458
			1,487
			24
			15,608
			2,965

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
30 HCP INC REIT		2014-04-21	2014-06-18
1775 HCP INC REIT			2014-06-18
30 WILLIAMS COS INC DEL COM		2014-04-21	2014-06-18
830 WILLIAMS COS INC DEL COM		2012-02-03	2014-06-18
545 CULLEN FROST BANKERS INC		2013-07-02	2014-08-01
155 CULLEN FROST BANKERS INC		2013-09-24	2014-08-01
635 GLAXO WELLCOME PLC SPONSORED ADR			2014-08-01
3300 GLAXO WELLCOME PLC SPONSORED ADR			2014-08-01
175 APPLE INC		2013-09-24	2014-09-08
1170 APPLE INC		2013-07-02	2014-09-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,206		1,226	-20
71,352		73,760	-2,408
1,729		1,263	466
47,842		24,458	23,384
41,655		37,602	4,053
11,847		10,758	1,089
30,200		33,458	-3,258
156,947		133,028	23,919
17,346		12,274	5,072
115,970		68,652	47,318

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-20
			-2,408
			466
			23,384
			4,053
			1,089
			-3,258
			23,919
			5,072
			47,318

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
155 REALTY INCOME CORP COM			2014-09-08
1830 REALTY INCOME CORP COM		2010-09-29	2014-09-08
331 CDK GLOBAL INC		2004-04-26	2014-10-10
3 333 CDK GLOBAL INC		2014-04-21	2014-11-03
564 667 CDK GLOBAL INC			2014-11-03
1565 HCP INC REIT		2010-09-29	2014-11-03
4840 INTEL CORP			2014-11-03
1440 HCP INC REIT		2010-09-29	2014-11-19
2 5 HALYARD HEALTH INC-W/I		2014-04-21	2014-11-19
367 5 HALYARD HEALTH INC-W/I			2014-11-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,968		6,264	704
82,262		60,981	21,281
9		5	4
111		95	16
18,875		8,708	10,167
68,691		54,752	13,939
164,424		96,654	67,770
63,254		50,379	12,875
96		91	5
14,086		8,136	5,950

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			704
			21,281
			4
			16
			10,167
			13,939
			67,770
			12,875
			5
			5,950

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
40 ALTRIA GROUP INC		2014-04-21	2014-12-16
1440 ALTRIA GROUP INC		2010-09-29	2014-12-16
1070 APPLE INC		2013-07-02	2014-12-16
1165 CULLEN FROST BANKERS INC		2013-07-02	2014-12-16
30 ONEOK INC NEW		2014-04-21	2014-12-16
2105 ONEOK INC NEW		2010-12-06	2014-12-16
1080 TUPPERWARE CORP		2013-02-19	2014-12-16
10 TUPPERWARE CORP		2014-04-21	2014-12-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,964		1,539	425
70,720		34,877	35,843
114,347		62,784	51,563
80,573		80,379	194
1,331		1,851	-520
93,401		48,993	44,408
66,346		85,352	-19,006
614		865	-251


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			425
			35,843
			51,563
			194
			-520
			44,408
			-19,006
			-251


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
CAROL W JODAR	TRUSTEE 1	0		
212 EAST THIRD ST CINCINNATI, OH 45202				
HELEN D WILLIAMS	TRUSTEE 1	300		
212 EAST THIRD ST CINCINNATI, OH 45202				
LAWRENCE H KYTE JR	TRUSTEE 1	400		
212 EAST THIRD ST CINCINNATI, OH 45202				
MARY W CLAUDER	TRUSTEE 1	200		
212 EAST THIRD ST CINCINNATI, OH 45202				
RICHARD F WILLIAMS	TRUSTEE 1	400		
212 EAST THIRD ST CINCINNATI, OH 45202				
RYAN KYTE	TRUSTEE 1	300		
212 EAST THIRD ST CINCINNATI, OH 45202				
SHARON W FRISBIE	TRUSTEE 1	200		
212 EAST THIRD ST CINCINNATI, OH 45202				
THOMAS L WILLIAMS	TRUSTEE 1	300		
212 EAST THIRD ST CINCINNATI, OH 45202				
W JOSEPH WILLIAMS JR	TRUSTEE 1	300		
212 EAST THIRD ST CINCINNATI, OH 45202				


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALCOHOLISM COUNCIL 2828 VERNON PLACE CINCINNATI, OH 45219	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Emanuel Squash 1995 MADISON RD CINCINNATI, OH 45227	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Freestore Foodbank 112 E LIBERTY ST CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500
ARTSWAVE 20 EAST CENTRAL PARKWAY SUITE 200 CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	9,000
Habitat for Humanity 4910 PARA DR CINCINNATI, OH 45237	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
Archdiocese of Cincinnati 100 EAST EIGHTH ST Cincinnati, OH 41011	N/A	CHURCH	GENERAL SUPPORT	1,000
CATHOLIC INNERCITY SCHOOL EDUCATION FUND 100 EAST EIGHTH ST CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	9,000
CHATFIELD COLLEGE 1800 LOGAN ST CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500
CHILDREN'S HOME 5050 MADISON RD CINCINNATI, OH 45227	N/A	PUBLIC CHARITY	GENERAL SUPPORT	53,000
CINCINNATI ART MUSEUM EDON PARK CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,500
CINCINNATI PARKS FOUNDATION 950 EDON PARK DRIVE CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Seven Hills Schools 5400 RED BANK RD CINCINNATI, OH 45227	N/A	PUBLIC CHARITY	GENERAL SUPPORT	4,000
Santa Maria Community Services 617 STEINER AVE CINCINNATI, OH 45204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500
Imani Family Center 45 MULBERRY ST CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	4,500
Learning Through Art 1420 SYCAMORE ST Cincinnati, OH 45202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
Total  3a				393,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Boys & Girls Club of Greater Cincinnati 600 DALTON AVE CINCINNATI, OH 45203	N/A	PUBLIC CHARITY	GENERAL SUPPORT	3,500
HOSPICE OF CINCINNATI 4310 COOPER RD CINCINNATI, OH 45242	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
Mother Teresa Catholic School 7197 MOTHER TERESA LN Liberty Township, OH 45044	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
IMMACULATE HEART OF MARY CHURCH 7820 BEECHMONT AVE CINCINNATI, OH 45255	N/A	CHURCH	GENERAL SUPPORT	10,000
Ocean Reef Chapel Foundation 32 OCEAN REEF DR Key Largo, FL 33037	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500
Life Issues Institute 1821 WEST GALBRAITH RD Cincinnati, OH 45239	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Lauren Hill Tribute Fund 10280 CHESTER RD CINCINNATI, OH 45215	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,500
Springer School & Center 2121 MADISON RD CINCINNATI, OH 45208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000
LADD 3603 VICTORY PARKWAY CINCINNATI, OH 45229	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000
LEADERSHIP SCHOLARS 1609 MADISON RD CINCINNATI, OH 45206	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
LINDNER CENTER OF HOPE 4075 OLD WESTERN ROW ROAD MASON, OH 45040	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
ProKids 2605 BURNET AVE CINCINNATI, OH 45219	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
Pregnancy Center East 3944 EDWARDS ROAD CINCINNATI, OH 45209	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Hope for the Warriors 300 W VINE ST Lexington, KY 40507	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500
Georgetown Preparatory School 10900 ROCKVILLE PIKE North Bethesda, MD 20852	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,500
Total  3a				393,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Teach for America 1110 VINE ST Cincinnati, OH 45202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
Xavier University 3800 VICTORY PARKWAY CINCINNATI, OH 45206	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
STARFIRE COUNCIL 5030 OAKLAWN DR CINCINNATI, OH 45227	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500
SISTERS OF NOTRE DAM DENAMUR 701 EAST COLUMBIA AVE CINCINNATI, OH 45215	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000
ST MARGARET HALL 1960 MADISON RD CINCINNATI, OH 45206	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500
ST URSULA VILLA 3660 VINEYARD PLACE CINCINNATI, OH 45226	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,750
ST XAVIER CHURCH 607 SYCAMORE ST CINCINNATI, OH 45202	N/A	CHURCH	GENERAL SUPPORT	500
STEPPING STONES CENTER 5650 GIVEN RD CINCINNATI, OH 45243	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,500
SUMMIT COUNTRY DAY SCHOOL 2161 GRANDIN RD CINCINNATI, OH 45208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000
TALBERT HOUSE FOUNDATION 2600 VICTORY PARKWAY CINCINNATI, OH 45206	N/A	PUBLIC CHARITY	GENERAL SUPPORT	3,000
UNITED WAY 2400 READING ROAD CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
UNIVERSITY OF CINCINNATI FOUNDATION PO BOX 670555 CINCINNATI, OH 45267	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,000
XAVIER UNIVERSITY AWARD - C F WILLIAMS 3800 VICTORY PARKWAY CINCINNATI, OH 45206	N/A	PUBLIC CHARITY	45206	500
Lighthouse Youth Services 401 EAST MCMILLAN ST Cincinnati, OH 45206	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500
Junior Achievement 644 LINN ST SUITE 1024 Cincinnati, OH 45203	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Total  3a				393,750

TY 2014 Other Decreases Schedule

Name: WILLIAMS FOUNDATION

EIN: 31-6032504

Description	Amount
ROUNDING ADJUSTMENT	22
ACCOUNT RECEIVABLE	1,500

TY 2014 Other Expenses Schedule**Name:** WILLIAMS FOUNDATION**EIN:** 31-6032504

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAL FEES	8,385	8,385		0
INVESTMENT ADVISORY	34,876	34,876		0
ACCOUNTING FEES	675	0		675
R/E TAXES	109	109		0
K-1 EXPENSES	130	130		0
BANK FEES	564	564		0
STATE FILING FEE	200	0		200
ADR FEES	55	55		0

TY 2014 Other Income Schedule

Name: WILLIAMS FOUNDATION

EIN: 31-6032504

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND FROM PRIOR YEAR	1,840	0	

TY 2014 Other Increases Schedule

Name: WILLIAMS FOUNDATION

EIN: 31-6032504

Description	Amount
ITEMS IN TRANSIT	168,875

TY 2014 Substantial Contributors Schedule

Name: WILLIAMS FOUNDATION

EIN: 31-6032504

Name	Address
HELEN D WILLIAMS	212 EAST THIRD ST SUITE 300 CINCINNATI, OH 45202
LAWRENCE H KYTE	212 EAST THIRD ST SUITE 300 CINCINNATI, OH 45202

TY 2014 Taxes Schedule**Name:** WILLIAMS FOUNDATION**EIN:** 31-6032504

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	3,478	3,478		0
FEDERAL ESTIMATES - PRINCIPAL	20,000	0		0

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2014</div>
---	--	---

<div>Name of the organization</div> <div>WILLIAMS FOUNDATION</div>	<div>Employer identification number</div> <div>31-6032504</div>
--	---

Organization type (check one)

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 33¹/₃% 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 WILLIAMS FOUNDATION	Employer identification number 31-6032504
--	---

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
<u>1</u>	HELEN D WILLIAMS 212 EAST THIRD ST SUITE 300 CINCINNATI, OH 45202	\$ 155,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	LAWRENCE H KYTE 212 EAST THIRD ST SUITE 300 CINCINNATI, OH 45202	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>3</u>	LESS THAN 5 000 PER PERSON 4 212 EAST THIRD ST SUITE 300 CINCINNATI, OH 45202	\$ 1,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization WILLIAMS FOUNDATION	Employer identification number 31-6032504
--	---

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
_____	_____ _____ _____ _____	_____ \$	_____

Name of organization WILLIAMS FOUNDATION	Employer identification number 31-6032504
--	---

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	
_____		_____	
_____		_____	
_____		_____	