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 separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation THE WILLIAMS FAMILY FUND	A Employer identification number 38-2837463
Number and street (or P O box number if mail is not delivered to street address) Room/suite 380 N OLD WOODWARD AVENUE STE 300	B Telephone number (see instructions) 248-642-0333
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM MI 48009	C If exemption application is pending, check here ▶ ☐
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1 Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,176,678 J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	31	31		
4	Dividends and interest from securities	112,624	112,624		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	-24,725			
b	Gross sales price for all assets on line 6a 914,213				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 2	-18,756			
12	**Total.** Add lines 1 through 11	69,174	112,655	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 3	4,190	3,600		
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 4	2,606	2,148		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch.) Stmt 5	33,547	29,996		
24	**Total operating and administrative expenses.** Add lines 13 through 23	40,343	35,744	0	0
25	Contributions, gifts, grants paid	267,376			267,376
26	**Total expenses and disbursements.** Add lines 24 and 25	307,719	35,744	0	267,376
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	-238,545			
b	**Net investment income** (if negative, enter -0-)		76,911		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	248,933	136,481	136,481
	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 (att. 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) See Stmt 6	581,341	582,488	973,055
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 7	4,168,531	3,932,060	4,046,036
	14	Land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 8)		21,106	21,106
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	4,998,805	4,672,135	5,176,678
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 ▶ See Statement 9)	88,125		
	23	**Total liabilities** (add lines 17 through 22)	88,125	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	4,910,680	4,672,135	
	30	**Total net assets or fund balances** (see instructions)	4,910,680	4,672,135	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,998,805	4,672,135	

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	4,910,680
2	Enter amount from Part I, line 27a	2	-238,545
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,672,135
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,672,135

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 Worksheet			
b				
c				
d				
e				

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

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

	(i) 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				
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	-20,935
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	-154

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	248,500	5,351,263	0.046438
2014	205,500	5,227,131	0.039314
2013	257,750	4,847,276	0.053174
2012	239,750	4,704,958	0.050957
2011	228,500	4,737,361	0.048234

2 Total of line 1, column (d)	2	0.238117
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	0.047623
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,123,680
5 Multiply line 4 by line 3	5	244,005
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	769
7 Add lines 5 and 6	7	244,774
8 Enter qualifying distributions from Part XII, line 4	8	267,376

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 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	769
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	769
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	769
6	Credits/Payments:				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,069		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	8,069
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	7,300
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 7,300 **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year? N/A	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ R JAMISON WILLIAMS JR Telephone no. ▶ 248-642-0333
380 N OLD WOODWARD
Located at ▶ BIRMINGHAM MI ZIP+4 ▶ 48009

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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
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)?	N/A	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 2016?	N/A	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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.)	N/A	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 2016 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 2016.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

			Yes	No
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)? N/A	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? N/A ☐ 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		X
	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? N/A	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
N/A				

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

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

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 N/A	
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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	4,070,069
b	Average of monthly cash balances	1b	193,270
c	Fair market value of all other assets (see instructions)	1c	938,367
d	**Total** (add lines 1a, b, and c)	1d	5,201,706
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	5,201,706
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	78,026
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,123,680
6	**Minimum investment return.** Enter 5% of line 5	6	256,184

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	256,184
2a	Tax on investment income for 2016 from Part VI, line 5 2a 769		
b	Income tax for 2016 (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	769
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	255,415
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	255,415
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	255,415

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	267,376
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	267,376
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	769
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	266,607

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				255,415
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			260,578	
b Total for prior years. 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 267,376				
a Applied to 2015, but not more than line 2a			260,578	
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 2016 distributable amount				6,798
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 *(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 2015. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				248,617
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 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(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 foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

R JAMISON WILLIAMS 248-642-0333
380 N OLD WOODWARD AVENUE BIRMINGHAM MI 48009

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

See Statement 10

c Any submission deadlines:

See Statement 11

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

ALL APPLICATIONS ARE REVIEWED BY THE BOARD OF TRUSTEES

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 Statement 12				267,376
Total			▶ 3a	267,376
b *Approved for future payment* N/A				
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					31
4 Dividends and interest from securities					112,624
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					-24,725
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b STRENGTH CAPITAL II	523000	-18,466			
c ALPHA QUADRANGLE FUND			14	-290	
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-18,466		-290	87,930

13 **Total.** Add line 12, columns (b), (d), and (e) 13 69,174

(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.)
N/A	

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
N/A			

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
N/A		

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.

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

Signature of officer or trustee: [signature] | Date: 9/25/17 | Title: PRES/DIR

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
MARGARET I TANGHE CPA	MARGARET I TANGHE CPA	09/21/17	

Firm's name ▶ MARGARET I TANGHE, CPA | PTIN P00706712

Firm's address ▶ 2064 KRISTIN DR TROY, MI 48084-1134 | Firm's EIN ▶ | Phone no 248-649-4795

Form 990-PF	Capital Gains and Losses for Tax on Investment Income For calendar year 2016, or tax year beginning , and ending	2016

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs, MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	3306.88-MFO BLACKROCK FDS HIGH YIELD	P	06/10/16	12/01/16
(2)	655.31-MFB NORTHERN HIGH YIELD FIXED	P	05/05/14	12/01/16
(3)	3280.84-MFB NORTHERN HIGH YIELD FIXE	P	04/23/14	12/01/16
(4)	254.45-MFB NORTHERN HIGH YIELD FIXED	P	06/17/13	12/01/16
(5)	4018.36-MFB NORTHERN HIGH YIELD FIXE	P	08/23/07	12/01/16
(6)	96.73-MFB NORTHERN HIGH YIELD FIXED	P	04/14/14	04/26/16
(7)	1151.19-MFB NORTHERN HIGH YIELD FIXE	P	05/05/14	04/26/16
(8)	2441.41-MFB NORTHERN FUNDS MULTI MAN	P	05/01/15	06/10/16
(9)	3362.94-MFB NORTHERN FUNDS MULTI MAN	P	04/06/11	06/10/16
(10)	6062.14-MFB NORTHERN FUNDS MULTI MAN	P	01/08/10	06/10/16
(11)	459.56-MFB NORTHERN FUNDS MULTI MANA	P	06/17/13	06/10/16
(12)	2323.42-MFB NORTHERN FUNDS MULTI MAN	P	04/23/14	06/10/16
(13)	465.12-MFB NORTHERN FUNDS MULTI MANA	P	05/05/14	06/10/16
(14)	2522.7-MFB NORTHERN FUNDS MULTI MANA	P	11/25/11	06/10/16
(15)	823.05-MFB NORTHN MULTI-MANAGER MID	P	03/02/11	06/10/16

	(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)	25,000		24,405	595
(2)	4,391		5,000	-609
(3)	21,982		25,000	-3,018
(4)	1,705		1,931	-226
(5)	26,923		31,625	-4,702
(6)	1,163		1,228	-65
(7)	13,837		15,000	-1,163
(8)	22,949		25,000	-2,051
(9)	31,612		37,127	-5,515
(10)	56,984		62,986	-6,002
(11)	4,320		5,000	-680
(12)	21,840		25,000	-3,160
(13)	4,372		5,000	-628
(14)	23,713		25,000	-1,287
(15)	8,831		10,000	-1,169

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))
(1)				595
(2)				-609
(3)				-3,018
(4)				-226
(5)				-4,702
(6)				-65
(7)				-1,163
(8)				-2,051
(9)				-5,515
(10)				-6,002
(11)				-680
(12)				-3,160
(13)				-628
(14)				-1,287
(15)				-1,169

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2016

For calendar year 2016, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	245.69-MFB NORTHN MULTI-MANAGER MID	P	03/01/12	06/10/16
(2)	1910.83-MFB NORTHERN FDS ACTIVE M EM	P	01/29/10	04/26/16
(3)	298.14-MFB NORTHN FDS MULTI-MANAGER	P	03/23/10	04/26/16
(4)	2183.41-MFB NORTHN FDS MULTI-MANAGER	P	04/21/09	04/26/16
(5)	1229.26-MFB NORTHN FDS MULTI-MANAGER	P	06/05/12	04/26/16
(6)	931.1-MFB NORTHN FDS MULTI-MANAGER G	P	09/09/09	04/26/16
(7)	382.32-MFB NORTHERN FUNDS STK INDEX	P	05/01/15	12/01/16
(8)	180.53-MFB NORTHERN FUNDS STK INDEX	P	12/01/14	12/01/16
(9)	196.16-MFB NORTHERN FUNDS STK INDEX	P	05/01/15	06/10/16
(10)	197.24-MFB NORTHERN FUNDS STK INDEX	P	12/01/14	04/26/16
(11)	1955.03-MFB NORTHERN FDS ULTRA SHORT	P	05/05/14	12/01/16
(12)	2956.56-MFB NORTHERN FDS ULTRA SHORT	P	06/17/13	12/01/16
(13)	300-MFC FLEXSHARES TRUST QUALITY DIV	P	05/01/15	12/01/16
(14)	80-MFC FLEXSHARES TRUST QUALITY DIVI	P	12/01/14	12/01/16
(15)	125-MFC FLEXSHARES TRUST QUALITY DIV	P	05/01/15	06/10/16

	(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)	2,636		3,015	-379
(2)	30,000		40,108	-10,108
(3)	3,578		5,001	-1,423
(4)	26,201		25,000	1,201
(5)	14,751		20,000	-5,249
(6)	11,173		15,000	-3,827
(7)	10,189		9,914	275
(8)	4,811		4,605	206
(9)	5,000		5,086	-86
(10)	5,000		5,032	-32
(11)	19,902		20,000	-98
(12)	30,098		30,186	-88
(13)	11,745		11,100	645
(14)	3,132		2,917	215
(15)	4,581		4,625	-44

	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))
(1)				-379
(2)				-10,108
(3)				-1,423
(4)				1,201
(5)				-5,249
(6)				-3,827
(7)				275
(8)				206
(9)				-86
(10)				-32
(11)				-98
(12)				-88
(13)				645
(14)				215
(15)				-44

Capital Gains and Losses for Tax on Investment Income

Form 990-PF

2016

For calendar year 2016, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	125-MFC FLEXSHARES TRUST QUALITY DIV	P	12/01/14	04/26/16
(2)	75-MFC FLEXSHARES TR MORNINGSTAR US	P	05/01/15	06/10/16
(3)	100-MFC FLEXSHARES TR MORNINGSTAR US	P	05/01/15	12/01/16
(4)	50-MFC FLEXSHARES TR MORNINGSTAR US	P	12/01/14	12/01/16
(5)	50-MFC FLEXSHARES TR MORNINGSTAR US	P	12/01/14	04/26/16
(6)	84.84-MFO VANGUARD TOTAL STOCK MARKE	P	12/01/14	12/01/16
(7)	187.24-MFO VANGUARD TOTAL STOCK MARK	P	05/01/15	12/01/16
(8)	96.14-MFO VANGUARD TOTAL STOCK MARKE	P	12/01/14	04/26/16
(9)	95.57-MFO VANGUARD TOTAL STOCK MARKE	P	05/01/15	06/10/16
(10)	311-KONINKLIJKE AHOLD DELHAIZE N V	P	01/12/10	07/20/16
(11)	40-AKZO NOBEL N V SPONSORED ADR	P	03/10/10	12/21/16
(12)	3-AKZO NOBEL N V SPONSORED ADR	P	03/10/10	12/20/16
(13)	195-AKZO NOBEL N V SPONSORED ADR	P	03/03/10	12/21/16
(14)	3-AON PLC COM	P	06/12/13	06/01/16
(15)	3-ASML HLDG NV NY REG 2012 (POST REV	P	01/13/14	06/01/16

	(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)	4,587		4,558	29
(2)	6,503		6,682	-179
(3)	9,458		8,910	548
(4)	4,729		4,355	374
(5)	4,322		4,355	-33
(6)	4,677		4,363	314
(7)	10,323		9,931	392
(8)	5,000		4,944	56
(9)	5,000		5,069	-69
(10)	4,946		4,532	414
(11)	808		736	72
(12)	61		55	6
(13)	3,939		3,565	374
(14)	328		196	132
(15)	300		272	28

	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	
(1)				29
(2)				-179
(3)				548
(4)				374
(5)				-33
(6)				314
(7)				392
(8)				56
(9)				-69
(10)				414
(11)				72
(12)				6
(13)				374
(14)				132
(15)				28

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2016

For calendar year 2016, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	24-BAYER A G SPONSORED ADR	P	06/04/13	11/14/16
(2)	5-BAYER A G SPONSORED ADR	P	06/12/13	11/14/16
(3)	0.18-BANCO BILBAO VIZCAYA ARGENTARIA	P	07/31/15	11/10/16
(4)	86.82-BANCO BILBAO VIZCAYA ARGENTARI	P	07/31/15	11/18/16
(5)	262.18-BANCO BILBAO VIZCAYA ARGENTAR	P	06/15/15	11/18/16
(6)	87-BANCO BILBAO VIZCAYA ARGENTARIA S	P	08/06/15	11/18/16
(7)	9-BANK N S HALIFAX COM STK	P	10/15/12	01/12/16
(8)	47-BANK N S HALIFAX COM STK	P	08/03/12	01/12/16
(9)	4-BRAMBLES LTD SPONSORED ADR	P	06/20/13	02/09/16
(10)	44-BRAMBLES LTD SPONSORED ADR	P	06/20/13	02/10/16
(11)	85-BRAMBLES LTD SPONSORED ADR	P	05/02/12	02/10/16
(12)	14-BUNZL PLC SPONSORED ADR NEW	P	04/01/11	05/25/16
(13)	30-BUNZL PLC SPONSORED ADR NEW	P	01/12/10	05/25/16
(14)	9-CHECK PT SOFTWARE TECHNOLOGIES	P	08/20/12	04/05/16
(15)	15-CHECK PT SOFTWARE TECHNOLOGIES	P	04/30/14	02/29/16

	(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)	2,417		2,592	-175
(2)	504		553	-49
(3)	1		2	-1
(4)	535		886	-351
(5)	1,615		2,611	-996
(6)	536		882	-346
(7)	339		494	-155
(8)	1,772		2,439	-667
(9)	58		67	-9
(10)	630		739	-109
(11)	1,216		1,314	-98
(12)	415		173	242
(13)	889		331	558
(14)	763		455	308
(15)	1,246		957	289

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))
(1)				-175
(2)				-49
(3)				-1
(4)				-351
(5)				-996
(6)				-346
(7)				-155
(8)				-667
(9)				-9
(10)				-109
(11)				-98
(12)				242
(13)				558
(14)				308
(15)				289

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2016

For calendar year 2016, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	7-CHECK PT SOFTWARE TECHNOLOGIES	P	08/20/12	02/29/16
(2)	28-CHECK PT SOFTWARE TECHNOLOGIES	P	08/20/12	10/28/16
(3)	162-CIELO S A SPONSORED ADR	P	12/17/12	04/26/16
(4)	159-DEUTSCHE BOERSE ADR	P	05/02/12	07/08/16
(5)	284-DEUTSCHE BOERSE ADR	P	02/20/12	07/08/16
(6)	19-DNB NOR ASA SPONSORED ADR	P	05/15/14	01/14/16
(7)	33-ENBRIDGE INC COM	P	06/03/14	07/14/16
(8)	20-ENBRIDGE INC COM	P	03/20/13	07/14/16
(9)	210-ERICSSON	P	03/17/11	01/19/16
(10)	88-ERICSSON	P	05/02/12	01/19/16
(11)	165-ERICSSON	P	08/12/11	01/19/16
(12)	5-FANUC CORPORATION	P	05/02/12	05/02/16
(13)	8-FANUC CORPORATION	P	02/15/12	05/02/16
(14)	72-FANUC CORPORATION	P	05/01/13	05/06/16
(15)	42-FANUC CORPORATION	P	09/01/15	05/06/16

	(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)	581		354	227
(2)	2,242		1,416	826
(3)	1,456		1,247	209
(4)	1,218		1,001	217
(5)	2,176		1,934	242
(6)	2,073		3,529	-1,456
(7)	1,383		1,571	-188
(8)	838		918	-80
(9)	1,862		2,504	-642
(10)	780		859	-79
(11)	1,463		1,866	-403
(12)	125		142	-17
(13)	199		234	-35
(14)	1,776		1,813	-37
(15)	1,036		1,115	-79

	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))
(1)				227
(2)				826
(3)				209
(4)				217
(5)				242
(6)				-1,456
(7)				-188
(8)				-80
(9)				-642
(10)				-79
(11)				-403
(12)				-17
(13)				-35
(14)				-37
(15)				-79

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2016

For calendar year 2016, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	40-FANUC CORPORATION	P	05/02/12	05/06/16
(2)	46-FANUC CORPORATION	P	02/19/13	05/06/16
(3)	59-GRUPO FINANCIERO BANORTE S A B DE	P	03/20/13	03/23/16
(4)	50-GRUPO FINANCIERO BANORTE S A B DE	P	04/23/14	03/23/16
(5)	3-HENKEL AG & CO KGAA SPONSORED ADR	P	09/19/13	06/01/16
(6)	63-INTESA SANPAOLO S P A SPONSORED A	P	01/25/16	11/09/16
(7)	23-INTESA SANPAOLO S P A SPONSORED A	P	01/22/16	11/09/16
(8)	66-LINDE AG-SPONSORED ADR	P	03/17/11	04/06/16
(9)	115-LINDE AG-SPONSORED ADR	P	01/29/10	04/06/16
(10)	21-LINDE AG-SPONSORED ADR	P	04/04/13	04/06/16
(11)	16-LINDE AG-SPONSORED ADR	P	04/05/13	04/06/16
(12)	200-LINDE AG-SPONSORED ADR	P	01/14/10	04/06/16
(13)	16-LINDE AG-SPONSORED ADR	P	04/05/13	04/05/16
(14)	66-MARKS & SPENCER GROUP P L C	P	01/11/16	06/06/16
(15)	123-MARKS & SPENCER GROUP P L C	P	12/22/15	06/06/16

	(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)	987		1,139	-152
(2)	1,135		1,205	-70
(3)	1,613		2,295	-682
(4)	1,367		1,637	-270
(5)	350		311	39
(6)	880		1,131	-251
(7)	321		409	-88
(8)	904		981	-77
(9)	1,576		1,274	302
(10)	288		393	-105
(11)	219		302	-83
(12)	2,741		2,469	272
(13)	221		302	-81
(14)	695		820	-125
(15)	1,296		1,624	-328

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))
(1)				-152
(2)				-70
(3)				-682
(4)				-270
(5)				39
(6)				-251
(7)				-88
(8)				-77
(9)				302
(10)				-105
(11)				-83
(12)				272
(13)				-81
(14)				-125
(15)				-328

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** **2016**

For calendar year 2016, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	14-NIELSEN HOLDINGS PLC COMSTK	P	01/13/14	04/05/16
(2)	4-NOVARTIS AG	P	06/17/13	06/01/16
(3)	8-NXP SEMICONDUCTORS N V COM STK	P	07/14/16	07/28/16
(4)	53-PUBLICIS S A NEW SPONSORED ADR	P	05/27/14	06/01/16
(5)	11-ROCHE HLDG LTD SPONSORED ADR ISIN	P	01/12/10	01/26/16
(6)	65-#REORG/SABMILLER PLC MANDATORY EX	P	02/07/13	07/27/16
(7)	23-#REORG/SABMILLER PLC MANDATORY EX	P	02/07/13	06/03/16
(8)	70-SODEXO	P	01/12/10	01/20/16
(9)	15-SODEXO	P	12/11/14	01/20/16
(10)	76-SMC CORP JAPAN SPONSORED ADR	P	06/03/14	12/16/16
(11)	22-SANTEN PHARMACEUTICAL CO LTD	P	08/08/14	06/01/16
(12)	11-SANOFI SPONSORED ADR	P	10/31/13	01/26/16
(13)	16-SANOFI SPONSORED ADR	P	06/12/13	01/26/16
(14)	24-SANOFI SPONSORED ADR	P	03/08/13	01/26/16
(15)	12-SANOFI SPONSORED ADR	P	02/10/14	11/14/16

	(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)	731		618	113
(2)	318		293	25
(3)	674		636	38
(4)	934		1,144	-210
(5)	359		240	119
(6)	3,635		3,243	392
(7)	1,439		1,148	291
(8)	1,277		816	461
(9)	274		294	-20
(10)	888		1,029	-141
(11)	326		258	68
(12)	458		589	-131
(13)	666		867	-201
(14)	999		1,189	-190
(15)	495		592	-97

	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	
(1)				113
(2)				25
(3)				38
(4)				-210
(5)				119
(6)				392
(7)				291
(8)				461
(9)				-20
(10)				-141
(11)				68
(12)				-131
(13)				-201
(14)				-190
(15)				-97

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2016

For calendar year 2016, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
(1)	18-SANOFI SPONSORED ADR	P	02/15/13	11/14/16
(2)	7-SANOFI SPONSORED ADR	P	03/08/13	11/14/16
(3)	73-SANOFI SPONSORED ADR	P	02/11/13	11/14/16
(4)	26-ATLASSIAN CORPORATION PLC COM USD	P	02/08/16	04/28/16
(5)	16-ATLASSIAN CORPORATION PLC COM USD	P	02/08/16	04/29/16
(6)	21-TE CONNECTIVITY LTD	P	10/08/15	11/15/16
(7)	3-TOYOTA MTR CORP SPONSORED ADR	P	06/17/13	06/01/16
(8)	17-TOTAL SA	P	04/29/16	12/13/16
(9)	3-TOTAL SA	P	05/23/16	12/13/16
(10)	0.84-WILLIS TOWERS WATSON PLC COM US	P	03/03/15	12/02/16
(11)	AIR LIQUIDE	P	10/21/16	10/21/16
(12)	4-AAON INC COM PAR $0.004 COM PAR $0	P	09/05/12	10/03/16
(13)	2-ADVISORY BRD CO COM	P	07/24/15	10/03/16
(14)	2-APTARGROUP INC COM	P	07/17/12	02/11/16
(15)	3-APTARGROUP INC COM	P	05/28/10	02/11/16

	(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)	742		868	-126
(2)	289		347	-58
(3)	3,009		3,498	-489
(4)	616		452	164
(5)	367		278	89
(6)	1,411		1,299	112
(7)	310		361	-51
(8)	860		864	-4
(9)	152		144	8
(10)	97		107	-10
(11)	134			134
(12)	115		33	82
(13)	88		115	-27
(14)	148		100	48
(15)	222		119	103

	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	
(1)				-126
(2)				-58
(3)				-489
(4)				164
(5)				89
(6)				112
(7)				-51
(8)				-4
(9)				8
(10)				-10
(11)				134
(12)				82
(13)				-27
(14)				48
(15)				103

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2016

For calendar year 2016, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
(1)	1-APTARGROUP INC COM	P	07/17/13	02/11/16
(2)	3-APTARGROUP INC COM	P	05/21/15	10/03/16
(3)	2-BALCHEM CORP COM	P	06/16/08	10/03/16
(4)	3-BEACON ROOFING SUPPLY INC COM	P	04/13/15	10/03/16
(5)	2-BRIGHT HORIZONS FA COM USD0.001	P	08/25/16	10/03/16
(6)	1-BIO RAD LABS INC CL A	P	11/11/14	10/03/16
(7)	6-BLACKBAUD INC COM	P	10/29/15	12/20/16
(8)	2-BLACKBAUD INC COM	P	11/11/14	10/03/16
(9)	6-CASEYS GEN STORES INC COM	P	02/05/15	10/03/16
(10)	13-CEB INC	P	05/02/14	02/22/16
(11)	7-CEB INC	P	05/15/15	02/22/16
(12)	7-CEB INC	P	04/24/14	02/22/16
(13)	23-CEB INC	P	03/17/14	02/19/16
(14)	6-CEB INC	P	04/24/14	02/19/16
(15)	5-CHOICE HOTELS INTL INC COM	P	05/16/13	10/03/16

	(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)	74		60	14
(2)	231		194	37
(3)	155		35	120
(4)	124		96	28
(5)	134		138	-4
(6)	162		112	50
(7)	394		363	31
(8)	131		88	43
(9)	713		559	154
(10)	689		894	-205
(11)	371		589	-218
(12)	371		497	-126
(13)	1,203		1,762	-559
(14)	314		426	-112
(15)	224		203	21

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))
(1)				14
(2)				37
(3)				120
(4)				28
(5)				-4
(6)				50
(7)				31
(8)				43
(9)				154
(10)				-205
(11)				-218
(12)				-126
(13)				-559
(14)				-112
(15)				21

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2016**

For calendar year 2016, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	4-CLARCOR INC	P	04/13/15	10/03/16
(2)	5-CORELOGIC INC	P	05/15/15	10/03/16
(3)	5-COLUMBIA SPORTSWEAR CO	P	04/24/12	10/03/16
(4)	3-DORMAN PRODS INC	P	10/16/13	10/03/16
(5)	1-DRIL-QUIP INC	P	03/19/14	10/03/16
(6)	9-US ECOLOGY INC	P	01/16/15	10/03/16
(7)	14-EXPONENT INC	P	07/24/15	10/03/16
(8)	42-FOREST CITY RLTY TR INC	P	03/05/09	02/08/16
(9)	85-FOREST CITY RLTY TR INC	P	03/05/09	02/05/16
(10)	2-FAIR ISAAC CORPORATION	P	02/29/08	10/03/16
(11)	3-FAIR ISAAC CORPORATION	P	04/04/08	02/11/16
(12)	16-FAIR ISAAC CORPORATION	P	02/29/08	02/11/16
(13)	2-GRACO INC	P	04/13/15	10/03/16
(14)	10-HEICO CORP NEW CL A CL A	P	03/14/12	10/03/16
(15)	21-HUB GROUP INC CL A	P	09/22/14	02/05/16

	(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)	258		263	-5
(2)	195		197	-2
(3)	282		118	164
(4)	191		145	46
(5)	55		104	-49
(6)	403		374	29
(7)	710		616	94
(8)	727		188	539
(9)	1,562		379	1,183
(10)	249		47	202
(11)	275		73	202
(12)	1,469		377	1,092
(13)	148		142	6
(14)	603		269	334
(15)	723		855	-132

	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	
(1)				-5
(2)				-2
(3)				164
(4)				46
(5)				-49
(6)				29
(7)				94
(8)				539
(9)				1,183
(10)				202
(11)				202
(12)				1,092
(13)				6
(14)				334
(15)				-132

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2016

For calendar year 2016, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	38-HUB GROUP INC CL A	P	01/12/15	02/08/16
(2)	22-HUB GROUP INC CL A	P	10/13/14	02/08/16
(3)	4-HUB GROUP INC CL A	P	09/22/14	02/08/16
(4)	2-HURON CONSULTING GROUP INC	P	02/09/15	10/03/16
(5)	1-INTEGRA LIFESCIENCES HLDG CORP	P	09/19/16	10/03/16
(6)	2-IBERIABANK CORP	P	12/03/13	10/03/16
(7)	6-INTER PARFUMS INC COM	P	03/25/14	10/03/16
(8)	1-J & J SNACK FOODS CORP	P	12/12/13	10/03/16
(9)	8-JACK HENRY & ASSOC INC	P	01/12/15	02/05/16
(10)	16-JACK HENRY & ASSOC INC	P	08/30/07	02/05/16
(11)	20-JACK HENRY & ASSOC INC	P	08/14/08	06/16/16
(12)	11-JACK HENRY & ASSOC INC	P	08/30/07	02/11/16
(13)	8-JACK HENRY & ASSOC INC	P	08/30/07	04/12/16
(14)	10-JACK HENRY & ASSOC INC	P	08/30/07	04/19/16
(15)	39-JACK HENRY & ASSOC INC	P	08/30/07	06/16/16

	(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)	1,326		1,321	5
(2)	768		833	-65
(3)	140		163	-23
(4)	119		153	-34
(5)	82		87	-5
(6)	133		125	8
(7)	195		222	-27
(8)	119		86	33
(9)	629		504	125
(10)	1,257		414	843
(11)	1,669		475	1,194
(12)	838		285	553
(13)	656		207	449
(14)	830		259	571
(15)	3,254		1,009	2,245

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))
(1)				5
(2)				-65
(3)				-23
(4)				-34
(5)				-5
(6)				8
(7)				-27
(8)				33
(9)				125
(10)				843
(11)				1,194
(12)				553
(13)				449
(14)				571
(15)				2,245

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2016

For calendar year 2016, or tax year beginning , and ending

Name	Employer Identification Number
THE WILLIAMS FAMILY FUND	38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	8-LANCASTER COLONY CORP	P	04/04/14	07/28/16
(2)	3-LANDSTAR SYS INC	P	02/05/16	10/03/16
(3)	3-MONRO MUFFLER BRAKE INC	P	09/05/12	10/03/16
(4)	3-MOOG INC CL A	P	12/13/10	10/03/16
(5)	4-MORNINGSTAR INC	P	08/30/07	10/03/16
(6)	5-NATIONAL INSTRS CORP	P	04/30/13	10/03/16
(7)	2-NAVG - NAVIGATORS GROUP INC COM	P	08/30/16	10/03/16
(8)	3-PB - PROSPERITY BANCSHARES INC COM	P	12/03/13	10/03/16
(9)	13-PNFP - PINNACLE FINL PARTNERS INC	P	06/03/14	10/03/16
(10)	1-POOL - POOL CORP COM STK	P	06/01/15	10/03/16
(11)	8-POWI - POWER INTEGRATIONS INC COM	P	05/21/15	10/03/16
(12)	17-RAVN - RAVEN INDS INC COM STOCK	P	10/17/13	10/03/16
(13)	3-RLI - RLI CORP COM	P	08/30/07	10/03/16
(14)	16-RLI - RLI CORP COM	P	08/30/07	02/11/16
(15)	19-RLI - RLI CORP COM	P	09/05/12	02/11/16

	(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)	1,039		771	268
(2)	205		180	25
(3)	182		104	78
(4)	177		118	59
(5)	315		255	60
(6)	141		136	5
(7)	192		188	4
(8)	162		190	-28
(9)	698		463	235
(10)	95		67	28
(11)	506		400	106
(12)	388		540	-152
(13)	202		90	112
(14)	962		478	484
(15)	1,143		612	531

	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	
(1)				268
(2)				25
(3)				78
(4)				59
(5)				60
(6)				5
(7)				4
(8)				-28
(9)				235
(10)				28
(11)				106
(12)				-152
(13)				112
(14)				484
(15)				531

Capital Gains and Losses for Tax on Investment Income

Form 990-PF — 2016

For calendar year 2016, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	19-SBH - SALLY BEAUTY HLDGS INC COM	P	02/05/15	10/03/16
(2)	2-SBH - SALLY BEAUTY HLDGS INC COM S	P	07/24/15	10/03/16
(3)	2-SCL - STEPAN CO COM	P	08/01/13	10/03/16
(4)	26-SCL - STEPAN CO COM	P	08/01/13	11/28/16
(5)	10-SCSC - SCANSOURCE INC COM	P	08/09/12	10/03/16
(6)	16-STBZ - STATE BK FINL CORP COM	P	11/14/13	10/03/16
(7)	3-TECH - BIO-TECHNE CORP COM	P	11/11/14	10/03/16
(8)	6-TYPE - MONOTYPE IMAGING HLDGS INC	P	04/25/14	09/01/16
(9)	20-TYPE - MONOTYPE IMAGING HLDGS INC	P	05/19/14	09/01/16
(10)	26-TYPE - MONOTYPE IMAGING HLDGS INC	P	06/01/15	09/01/16
(11)	26-TYPE - MONOTYPE IMAGING HLDGS INC	P	10/23/14	09/01/16
(12)	16-TYPE - MONOTYPE IMAGING HLDGS INC	P	05/16/14	09/01/16
(13)	41-TYPE - MONOTYPE IMAGING HLDGS INC	P	06/01/15	09/02/16
(14)	9-TYPE - MONOTYPE IMAGING HLDGS INC	P	04/25/14	08/31/16
(15)	17-TYPE - MONOTYPE IMAGING HLDGS INC	P	04/24/14	08/31/16

	(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)	484		610	-126
(2)	51		60	-9
(3)	145		120	25
(4)	2,057		1,560	497
(5)	364		309	55
(6)	357		284	73
(7)	329		275	54
(8)	126		168	-42
(9)	422		539	-117
(10)	548		671	-123
(11)	548		723	-175
(12)	337		418	-81
(13)	869		1,058	-189
(14)	191		252	-61
(15)	361		478	-117

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))
(1)				-126
(2)				-9
(3)				25
(4)				497
(5)				55
(6)				73
(7)				54
(8)				-42
(9)				-117
(10)				-123
(11)				-175
(12)				-81
(13)				-189
(14)				-61
(15)				-117

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2016

For calendar year 2016, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	57-TYPE - MONOTYPE IMAGING HLDGS INC	P	03/17/14	08/31/16
(2)	16-UMPQ - UMPQUA HLDGS CORP COM	P	04/13/15	10/03/16
(3)	3-WABC - WESTAMERICA BANCORPORATION	P	01/15/10	10/03/16
(4)	2-WEX - WEX INC COM	P	05/15/15	10/03/16
(5)	14-WOOF - VCA INC	P	04/04/14	09/16/16
(6)	13-WOOF - VCA INC	P	04/04/14	08/25/16
(7)	22-WOOF - VCA INC	P	05/21/15	08/25/16
(8)	5-WOOF - VCA INC	P	10/12/15	12/20/16
(9)	2-WOOF - VCA INC	P	04/04/14	10/03/16
(10)	2-WST - WEST PHARMACEUTICAL SVCS INC	P	10/15/13	10/03/16
(11)	33-WST - WEST PHARMACEUTICAL SVCS IN	P	10/15/13	10/03/16
(12)	24-WST - WEST PHARMACEUTICAL SVCS IN	P	09/09/14	10/03/16
(13)	13-WST - WEST PHARMACEUTICAL SVCS IN	P	10/15/13	08/25/16
(14)	15-WST - WEST PHARMACEUTICAL SVCS IN	P	12/03/13	07/28/16
(15)	9-WST - WEST PHARMACEUTICAL SVCS INC	P	10/15/13	07/28/16

	(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)	1,211		1,769	-558
(2)	236		279	-43
(3)	150		174	-24
(4)	214		234	-20
(5)	969		465	504
(6)	922		432	490
(7)	1,561		1,163	398
(8)	335		280	55
(9)	140		66	74
(10)	149		88	61
(11)	2,460		1,456	1,004
(12)	1,789		1,048	741
(13)	1,054		574	480
(14)	1,198		745	453
(15)	719		397	322

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))
(1)				-558
(2)				-43
(3)				-24
(4)				-20
(5)				504
(6)				490
(7)				398
(8)				55
(9)				74
(10)				61
(11)				1,004
(12)				741
(13)				480
(14)				453
(15)				322

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2016

For calendar year 2016, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	15-WST - WEST PHARMACEUTICAL SVCS IN	P	10/15/13	09/19/16
(2)	4-WST - WEST PHARMACEUTICAL SVCS INC	P	09/09/14	10/04/16
(3)	11-WST - WEST PHARMACEUTICAL SVCS IN	P	10/06/15	10/04/16
(4)	6-ARTISIAN PARTNERS ASSET	P	11/14/14	10/03/16
(5)	2-Universal Health Realty	P	11/17/01	10/03/16
(6)	1627.021-DIAMOND HILL LONG-SHORT	P	10/28/09	02/17/16
(7)	0.163-DIAMOND HILL LONG-SHORT	P	11/04/10	02/17/16
(8)	0.996-DIAMOND HILL LONG-SHORT	P	12/31/10	02/17/16
(9)	5.602-DIAMOND HILL LONG-SHORT	P	12/30/11	02/17/16
(10)	564.987-DIAMOND HILL LONG-SHORT	P	10/12/12	02/17/16
(11)	1303.56-PUTNAM CAPITAL SPECTRUM FD	P	10/12/12	02/17/16
(12)	6972.112-HIGHLAND FUNDS	P	06/25/14	08/29/16
(13)	1225.141-PUTNAM CAPITAL SPECTRUM FD	P	10/12/12	08/29/16
(14)	79.962-PUTNAM CAPITAL SPECTRUM FD	P	12/07/12	08/29/16
(15)	37.877-PUTNAM CAPITAL SPECTRUM FD	P	12/07/12	08/29/16

	(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)	1,231		662	569
(2)	298		175	123
(3)	821		592	229
(4)	167		251	-84
(5)	125		70	55
(6)	36,998		25,626	11,372
(7)	4		3	1
(8)	23		16	7
(9)	127		95	32
(10)	12,848		10,368	2,480
(11)	40,000		35,099	4,901
(12)	70,000		88,019	-18,019
(13)	39,646		32,993	6,653
(14)	2,588		2,117	471
(15)	1,226		1,003	223

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))
(1)				569
(2)				123
(3)				229
(4)				-84
(5)				55
(6)				11,372
(7)				1
(8)				7
(9)				32
(10)				2,480
(11)				4,901
(12)				-18,019
(13)				6,653
(14)				471
(15)				223

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2016

For calendar year 2016, or tax year beginning , and ending

Name: THE WILLIAMS FAMILY FUND

Employer Identification Number: 38-2837463

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	10.942-PUTNAM CAPITAL SPECTRUM FD	P	12/07/12	08/29/16
(2)	39.069-PUTNAM CAPITAL SPECTRUM FD	P	12/09/13	08/29/16
(3)	29.74-PUTNAM CAPITAL SPECTRUM FD	P	12/09/13	08/29/16
(4)	13.608-PUTNAM CAPITAL SPECTRUM FD	P	12/09/13	08/29/16
(5)	81.853-PUTNAM CAPITAL SPECTRUM FD	P	12/08/14	08/29/16
(6)	68.866-PUTNAM CAPITAL SPECTRUM FD	P	12/08/14	08/29/16
(7)	188.952-PUTNAM CAPITAL SPECTRUM FD	P	12/08/15	08/29/16
(8)	42.998-PUTNAM CAPITAL SPECTRUM FD	P	12/08/15	08/29/16
(9)	12.899-PUTNAM CAPITAL SPECTRUM FD	P	12/08/15	08/29/16
(10)	160.075-INVESCO EQUALLY WEIGHTED s&p	P	09/11/15	11/25/16
(11)	152.555-GUGGENHEIMER FD TR MACRO OP	P	09/11/15	11/25/16
(12)	3094.607-VANGUAD BOND INDEX INTERM	P	12/24/15	11/25/16
(13)	CAPITAL GAINS DISTRIBUTIONS			
(14)	UBS QUADRANGLE FUND LLC			
(15)	STRENGTH CAPITAL			

	(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)	354		290	64
(2)	1,264		1,368	-104
(3)	962		1,041	-79
(4)	440		476	-36
(5)	2,649		3,191	-542
(6)	2,229		2,684	-455
(7)	6,115		6,447	-332
(8)	1,391		1,467	-76
(9)	417		440	-23
(10)	8,500		7,535	965
(11)	4,000		4,014	-14
(12)	35,000		34,907	93
(13)	6,401			6,401
(14)				
(15)				

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))
(1)				64
(2)				-104
(3)				-79
(4)				-36
(5)				-542
(6)				-455
(7)				-332
(8)				-76
(9)				-23
(10)				965
(11)				-14
(12)				93
(13)				6,401
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
13-ARTISAN PARTNERS ASSET			Purchase				
	9/02/14	10/03/16	$ 361	$ 726	$	$	$ -365
ALPHAKEYS QUADRANGLE K-1			Purchase				
	1/01/12	12/31/16		3,425			-3,425
Total			$ 361	$ 4,151	$ 0	$ 0	$ -3,790

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
STRENGTH CAPITAL II	$ -18,466	$	$
ALPHA QUADRANGLE FUND	-290		
Total	$ -18,756	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MARGARET I TANGHE CPA 2064 KRISTIN TROY, MI 48084 SUZANNE STEVENSON	$ 4,190	$ 3,600	$	$
Total	$ 4,190	$ 3,600	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX ON INVESTMENT INCOME	$	$	$	$
OTHER TAXES	20			
UNRTELATED BUSINESS TAX	438			
FOREIGN TAXES	2,148	2,148		
Total	$ 2,606	$ 2,148	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
INVESTMENT MANAGEMENT FEES	28,994	28,994		
OFFICE	843			
PORTFOLIO EXPENSES UBS QUADRA	1,002	1,002		
NONDEDUCTIBLE EXPENSES K-1	2,708			
Total	$ 33,547	$ 29,996	$ 0	$ 0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AAON INC-156 SHS	$	$ 1,134	Cost	$ 5,156
AAON INC-160 SHS	1,167		Cost	
ADVISORY BOARD CO - 67 SHS	2,053		Cost	
ADVISORY BRD CO-65 SHS		1,938	Cost	2,161
AERCAP HOLDINGS 99 SHS		3,994	Cost	4,119
AERCAP HOLDINGS-81 SHS	3,376		Cost	
AIR LIQUIDE ADR 233 SHS		4,802	Cost	4,959
AKZO NOBEL N V SPONSORED ADR-238 SHS	4,356		Cost	
ALIBABA GROUP HLDG LTD-76 SHS	5,720	5,720	Cost	6,674
AON PLC-60 SHS		3,911	Cost	6,692

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AON PLC-63 SHS	$ 4,107	$	Cost	$
APTARGROUP INC-131 SHS	5,585		Cost	
APTARGROUP INC-151 SHS		7,345	Cost	11,091
ARKEMA SON ADR-51 SHS		3,883	Cost	4,983
ARKEMA SPON ADR-51 SHS	3,883		Cost	
ARTISAN PARTNERS ASSET MGMT INC-149		5,209	Cost	4,433
ARTISAN PARTNERS-152 SHS	6,069		Cost	
ASML HLDG NV-77 SHS	5,811		Cost	
ASML HLDG NV-80 SHS		6,141	Cost	8,976
BAIDU INC 28 SHS		4,732	Cost	4,603
BALCHEM CORP-68 SHS		1,176	Cost	5,707
BALCHEM CORP-70 SHS	1,211		Cost	
BANCO BILBAO VIZCAYA 514 SHS		3,578	Cost	3,480
BANCO BILBAO VIZCAYA-440 SHS	4,419		Cost	
BANK NS HALIFAX-56 SHS	2,933		Cost	
BARCLAYS PLC A.D.R.-374 SHS	6,396		Cost	
BARCLAYS PLC ADR 441 SHS		7,134	Cost	4,851
BAYER AG -29 SHS	3,144		Cost	
BEACON ROOFING SUPPLY INC-132 SHS		3,977	Cost	6,081
BEACON ROOFING SUPPLY-135 SHS	4,073		Cost	
BEZEQ ISRAEL TELECOM LTD-496 SHS	4,424	4,424	Cost	4,717
BIO RAD LABS INC-54 SHS		4,517	Cost	9,843
BIO RAD LABS INC-55 SHS	4,629		Cost	
BIO-TECHNE CORP-65 SHS		4,460	Cost	6,684
BIO-TECHNE CORP-68 SHS	4,735		Cost	
BIRMINGHAM BLOOMFIELD BANC-5000 SHS	50,000	50,000	Cost	81,250
BLACKBAUD INC-162 SHS		2,817	Cost	10,368
BLACKBAUD INC-170 SHS	3,268		Cost	
BNP PARIBAS SPONSORED-166 SHS	5,835	5,835	Cost	5,287
BRAMBLES LTD-152 SHS		2,310	Cost	2,710
BRAMBLES LTD-285 SHS	4,431		Cost	
BRIDGESTONE CORP 251 SHS		4,243	Cost	4,531
BRIGHT HORIZONS-73 SHS		4,777	Cost	5,111
BUNZL PLC SPON ADR-220 SHS		2,424	Cost	5,676
BUNZL PLC SPON ADR-264 SHS	2,928		Cost	
CASEYS GEN STORES INC-90 SHS		4,407	Cost	10,699
CASEYS GEN STORES INC-96 SHS	4,966		Cost	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CASS INFORMATION SYS INC-66 SHS	$ 3,249	$ 3,249	Cost	$ 4,856
CEB INC-56 SHS	4,168		Cost	
CHECK PT SOFTWARE TECH-141 SHS	6,715		Cost	
CHECK PT SOFTWARE TECHNOLOGIES-82 SH		3,534	Cost	6,926
CHOICE HOTELS INTL INC-148 SHS	4,502		Cost	
CHOICE HOTELS INTL INC-183 SHS		6,269	Cost	10,257
CIELO SA SPON ADR-122 SHS	1,248		Cost	
CLARCOR INC-130 SHS	5,616		Cost	
CLARCOR INC-144 SHS		6,162	Cost	11,876
COGNIZANT TECH SOLUTIONS 34		1,645	Cost	1,905
COLOMBIA SPORTSWARE-119 SHS	2,848		Cost	
COLUMBIA SPORTSWEAR CO-179 SHS		6,351	Cost	10,436
COMPAGINE FINANCIERE-552 SHS	5,212	5,212	Cost	3,621
COMPASS GROUP PLC-218 SHS	3,599		Cost	
COMPASS GROUP PLC-305 SHS		5,017	Cost	5,697
CONTINENTAL AG SPONSORED-115 SHS	5,462	5,462	Cost	4,427
CORELOGIC INC-144 SHS	4,973		Cost	
CORELOGIC INC-262 SHS		9,093	Cost	9,649
DAIKIN IDS LTD ADR 36 SHS		4,354	Cost	6,637
DAIKIN INDS LTD-27 SHS	3,195		Cost	
DEUTSCHE BOERSE ADR-443 SHS	2,936		Cost	
DNB NOR ASA SPIONSORED ADR-18 SHS	3,529		Cost	
DORMAN PRODUCTS INC-131 SHS		2,731	Cost	9,571
DORMAN PRODUCTS INC-134 SHS	2,876		Cost	
DRIL-QUIP INC-86 SHS		3,125	Cost	5,164
DRIL-QUIP INC-87 SHS	3,229		Cost	
ENBRIDGE INC-105 SHS	4,473		Cost	
ENBRIDGE INC-77 SHS		2,815	Cost	3,243
ERICSSON-463 SHS	5,228		Cost	
EXPONENT INC-182 SHS		2,979	Cost	10,975
EXPONENT INC-196 SHS	3,595		Cost	
FAIR ISAAC CORP-110 SHS	2,723		Cost	
FAIR ISAAC CORP-89 SHS		2,225	Cost	10,611
FANUC CORP-220 SHS	5,648		Cost	
FOREST CITY ENTERPRISE INC C-127 SHS	567		Cost	
FORWARD AIR CORP-142 SHS	4,751	4,751	Cost	6,728
GÉA GROUP AG-63 SHS	2,486		Cost	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GEA GROUP AG-79 SHS	$	$ 3,227	Cost	$ 3,179
GIVAUDAN SA ADR-170 SHS		2,961	Cost	6,205
GIVAUDAN SA ADR-185 SHS	2,961		Cost	
GRACO INC-92 SHS		3,412	Cost	7,644
GRACO INC-94 SHS	3,554		Cost	
GRUPO FINANCIERO BANORTE S A B-109	3,932		Cost	
HEICO CORP-116 SHS		2,900	Cost	7,876
HEICO CORP-126 SHS	3,168		Cost	
HEINENKEN NV SPON 108 SHS		4,279	Cost	4,040
HENKEL AG & CO KGAA-63 SHS		6,259	Cost	7,497
HENKEL AG & CO-66 SHS	6,570		Cost	
HENRY JACK & ASSOC INC-124 SHS	3,153		Cost	
HIBBETT SPORTS INC-116 SHS	3,761	3,761	Cost	4,327
HUB GROUP INC-85 SHS	3,172		Cost	
HURON CONSULTING GROUP INC-82		5,513	Cost	4,153
HURON CONSULTING GROUP-84 SHS	5,666		Cost	
IBERIABANK CORP-88 SHS		4,919	Cost	7,370
IBERIABANK CORP-90 SHS	5,044		Cost	
ICU MED INC-31 SHS		3,914	Cost	4,568
INTEGRA LIFESCIENSES-57 SHS		4,869	Cost	4,890
INTER PARFUMS INC-179 SHS	5,965		Cost	
INTER PARFUMS INC-233 SHS		7,241	Cost	7,631
J & J SNACK FOODS CORP-53 SHS		2,363	Cost	7,072
J & J SNACK FOODS CORP-54 SHS	2,449		Cost	
JULIUS BAER GROUP LTD-580 SHS	5,468	5,468	Cost	5,133
KAO CORP SPON 50 SHS		2,380	Cost	2,369
KIRBY CORP-127 SHS		7,058	Cost	8,445
KNIGHT TRANSN INC-233 SHS	4,381	4,381	Cost	7,701
KONINKLIJKE AHOLD NV SPONSOR ADR-311	4,532		Cost	
KONINKLIJKE AHOLD NV SPONSORED ADR-		4,521	Cost	6,129
L OREAL CO ADR-122 SHS	2,692	2,692	Cost	4,442
LANCASTER COLONY CORP-47 SHS	4,428		Cost	
LANCASTER COLONY-39 SHS		3,657	Cost	5,514
LANDSTAR SYS INC-98 SHS		5,782	Cost	8,359
LINDE AG-434 SHS	5,721		Cost	
LLOYDS BANKING-1,464 SHS	7,218		Cost	
LLOYDS BANKING-1,604 SHS		7,749	Cost	4,972

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MANHATTAN ASSOC INC-249 SHS	$ 1,104	$	Cost	$
MANHATTAN ASSOCS INC-313 SHS		4,457	Cost	16,598
MARKS & SPENCER-123 SHS	1,624		Cost	
MOBILEYE NV-60 SHS		2,569	Cost	2,287
MONOTYPE IMAGING HLDG-218 SHS	6,076		Cost	
MONRO MUFFLER BRAKE INC-105 SHS		3,285	Cost	6,006
MONRO MUFFLER BRAKE INC-108 SHS	3,389		Cost	
MOOG INC CL A-113 SHS		4,694	Cost	7,422
MOOG INC-116 SHS	4,812		Cost	
MORNINGSTAR INC-140 SHS		5,864	Cost	10,298
MORNINGSTAR INC-144 SHS	6,119		Cost	
NATIONAL INSTRS CORP-127 SHS	2,964		Cost	
NATIONAL INSTRS CORP-172 SHS		4,217	Cost	5,301
NAVIGATORS GROUP INC-34 SHS	2,905		Cost	
NAVIGATORS GROUP INC-54 SHS		4,621	Cost	6,358
NIELSEN HOLDINGS B.V-125 SHS		4,773	Cost	5,244
NIELSEN HOLDINGS-139 SHS	5,391		Cost	
NORDEA BANK AB-416 SHS	4,384		Cost	
NORDEA BANK AB-609 SHS		6,429	Cost	6,754
NOVARTIS AG-86 SHS		4,876	Cost	6,264
NOVARTIS AG-90 SHS	5,168		Cost	
NXP SEMICONDUCTOR -58 SHS		4,031	Cost	5,685
PENSKE AUTO GROUP INC-3,224 SHS	16,335	16,335	Cost	167,132
PERNOD RICARD S A ADR-226 SHS		4,636	Cost	4,876
PERNOD RICARD S A ADR-191 SHS	3,865		Cost	
PINNACLE FINL PARTNERS INC-116 SHS	4,090		Cost	
PINNACLE FINL PARTNERS-103 SHS		3,627	Cost	7,138
POOL CORP-84 SHS		5,174	Cost	8,765
POOL CORP-85 SHS	5,241		Cost	
POWER INTEGRATIONS INC-66 SHS		1,626	Cost	4,478
POWER INTEGRATIONS INC-74 SHS	2,026		Cost	
PROSPERITY BANCSHARES INC-125 SHS		5,838	Cost	8,972
PROSPERITY BANCSHARES-128 SHS	6,028		Cost	
PRUDENTIAL PLC 145 SHS	6,607	6,607	Cost	5,770
PUBLICIS S A-214 SHS		3,824	Cost	3,680
PUBLICIS SA-267 SHS	4,968		Cost	
RAVEN INDS INC-133 SHS		2,466	Cost	3,352

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
RAVEN INDS INC-150 SHS	$ 3,006	$	Cost	$
REED ELSEVIER PLC-108 SHS	3,778		Cost	
RELX PLC-432 SHS		3,778	Cost	7,763
RLI CORP-119 SHS	3,579		Cost	
RLI CORP-81 SHS		2,400	Cost	5,113
ROCHE HLDG LTD SPON ADR-357 SHS	6,897		Cost	
ROCHE HLDG LTD SPON ADR-346 SHS		6,656	Cost	9,871
SABMILLER PLC-88 SHS	4.391		Cost	
SALLY BEAUTY HLDGS INC-399 SHS		6,995	Cost	10,542
SALLY BEAUTY HLDGS-333 SHS	5,119		Cost	
SAMSONITE INTL SA-223 SHS	3,588		Cost	
SAMSONITE INTL SA-272 SHS		4,268	Cost	3,830
SANOFI SPON ADR-149 SHS	7,949		Cost	
SANTEN PHARMACEUTICAL CO LTD-370 SHS		4,262	Cost	4,525
SANTEN PHARMACEUTICAL-157 SHS	4,520		Cost	
SAP AG SPONSORED ADR-92 SHS	5,337		Cost	
SAP AG SPONSORED ADR-92 SHS		5,337	Cost	7,952
SCANSOURCE INC-107 SHS		3,173	Cost	4,317
SCANSOURCE INC-117 SHS	3,482		Cost	
SCHNEIDER ELEC SA-383 SHS	4,279	4,279	Cost	5,289
SENSATA TECHNOLOGIES HLDG NV-151 SHS		5,888	Cost	5,881
SENSATA TECHNOLOGIES-127 SHS	4,998		Cost	
SGS SA-273 SHS		3,737	Cost	5,528
SGS SA-290 SHS	3,737		Cost	
SMC CORP JAPAN SPONS-435 SHS	5,611		Cost	
SMC CORP JAPAN SPONSORED ADR --415		5,282	Cost	4,893
SODEXO-265 SHS		3,089	Cost	6,082
SODEXO-70 SHS	4,200		Cost	
SONOVA HOLDING AG-167 SHS	3,920	3,921	Cost	4,026
STATE BANK FINANCIAL-274 SHS		4,496	Cost	7,360
STATE BANK FINANCIAL-290 SHS	4,780		Cost	
STATOIL ASA-90 SHS		1,626	Cost	1,642
STEPAN CO-39 SHS		2,205	Cost	3,178
STEPAN CO-67 SHS	3,885		Cost	
SUNCOR ENERGY INC NEW-173 SHS		6,089	Cost	5,655
SUNCOR ENERGY INC-104 SHS	3,870		Cost	
TAIWAN SEMICONDUCTOR-69 SHS		1,631	Cost	1,984

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TE CONNECTIVITY LTD-60 SHS	$	$ 3,622	Cost	$ 4,157
TE CONNECTIVITY LTD-81 SHS	4,921		Cost	
TENARIS S A SPON-114 SHS		3,270	Cost	4,071
TEVA PHARMACEUTICAL-67 SHS	3,860		Cost	
TEVA PHARMACEUTICAL-92 SHS		5,173	Cost	3,335
TOTAL SA-114 SHS		5,147	Cost	5,811
TOYOTA MOTOR-66 SHS	6,061		Cost	
TOYOTA MTR CORP-63 SHS		5,700	Cost	7,384
UBS AG-392 SHS	7,480		Cost	
UBS AG-474 SHS		8,829	Cost	7,428
UMPQUA HLDGS CORP-316 SHS		4,279	Cost	5,934
UMPQUA HLDGS CORP-332 SHS	4,558		Cost	
UNIFIRST CORP MASS-38 SHS	3,839		Cost	
UNIFIRST CORP MASS-45 SHS		4,854	Cost	6,464
UNILEVER NV-NEW YORK 133 SHS	4,239	4,239	Cost	5,461
UNIVERSAL HEALTH REALTY-71 SHS	2,470		Cost	
UNIVERSAL HEALTH RLTY INCOME TR-69		2,374	Cost	4,526
US ECOLOGY INC-57 SHS		2,143	Cost	2,802
US ECOLOGY INC-66 SHS	2,517		Cost	
VALEO SPONS-204 SHS		4,691		5,834
VALEO SPONS-55 SHS	3,813		Cost	
VCA INC-136 SHS	5,166		Cost	
VCA INC-80 SHS		2,759	Cost	5,492
WEST AMERICA BANCORP-101 SHS		4,598	Cost	6,356
WEST AMERICA BANCORP-104 SHS	4,771		Cost	
WEST PHARMACEUTICAL-126 SHS	5,737		Cost	
WEX INC-78 SHS	5,694		Cost	
WEX INC-91 SHS		6,677	Cost	10,156
WILLIS GROUP-32 SHS		4,037	Cost	3,913
WILLIS GROUP-87 SHS	4,144		Cost	
WOLVERINE WORLD WIDE INC-145 SHS		1,867	Cost	3,183
WOLVERINE WORLD WIDE-145 SHS	1,867		Cost	
Total	$ 581,341	$ 582,488		$ 973,055

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Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS	$	$		$
DIAMOND HILL LONG/SHORT 4,428.754 SH	77,266		Cost	
DIAMOND HILL LONG/SHORT 2304.315		43,060	Cost	58,599
FEDERATED INCOME SEC 5045.409		50,000	Cost	50,303
FUNDADVANTAGE TR GOTHAM 4,320.503 SH		55,000	Cost	57,419
GOLDMAN SACHS TRIGGER ROS 720	7,200	7,200	Cost	8,640
GOLDMAN SACH GROUP TRIGGER	61,000	61,000	Cost	65,819
GUGGENHEIM MACRO OPORTUNITIES 4,394.	115,000		Cost	
GUGGENHEIM MACRO OPPORTUNITIES 4242.		110,986	Cost	111,871
HIGHLANDS FDS GLOBAL 5712.237		64,190	Cost	60,835
HIGHLAND FUNDS GLOBAL ALLOC 11,965.	145,601		Cost	
HSBC USA INC TRIGGER ROS SPX 2,000	20,000	20,000	Cost	22,800
INVESCO EQUALLY WEIGHTED 4,344.346	204,429		Cost	
INVESCO EQUALLY WEIGHTED 6384.083		301,990	Cost	335,547
IVY FUNDS INTERNATIONAL 7,427.213 SH	125,000		Cost	
IVY FUNDS INTERNATIONAL 10336.655		171,223	Cost	172,932
JPMORGAN CHASE TRIGGER	31,000	31,000	Cost	34,441
MFB HIGH YIELD FIXED INCOME 25,940.	191,625		Cost	
MFB INTL EQUITY INDEX FD 8,060.23 SH	99,514	99,514	Cost	85,116
MFB MMG MID CAP 1,068.74	13,015		Cost	
MFB MULTI-MGR EMERGIMG	160,152		Cost	
MFB NORTHERN EMEGING MARKETS		120,043	Cost	102,964
MFB MULTI-MGR GLOBAL - 5088.2	65,000		Cost	
MFB MULTI-MGR GLOBAL		48,772	Cost	45,354
MFB MULTI-MGR MID CAP 581.40	10,000	10,000	Cost	10,401
MFB NORTHERN BOND INDEX 9,227.36	100,000	100,000	Cost	96,518
MFB NORTHERN FIXED INCOME	100,000	100,000	Cost	95,999
MFB NORTHERN GLOBAL REAL ESTATE 4,64	65,065		Cost	
MFB NORTHERN HIGH YIELD 17,731.73 SH		128,069	Cost	120,398
MFB NORTHERN HIGH YIELD 17,637.29	185,112		Cost	
MFB STOCK INDEX 9.398.55 SHS	240,000		Cost	
MFB STOCK INDEX 8442.3		215,363	Cost	227,436
MFB NORTHERN ULTRA SHORT FIXED 9,796	150,025		Cost	
MFB NORTHERN ULTRA SHORT 9778.46		99,838	Cost	99,545
MFC FLEXSHARES STOXX GLOBAL BOND 550	25,525		Cost	
MFC FLEXHARES STOXX GLOBAL 1,000		45,431	Cost	43,270
MFC FLEXSHARES TR MORNINGSTAR 1,500	52,869		Cost	

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MFC FLEXSHARES TR MORNINGSTAR	$	$ 71,097	Cost	$ 63,052
MFC FLEXSHARES TR MORNINGSTAR US	237,697		Cost	
MFC FLEXSHARES TR MORNINGSTAR US MKT		213,395	Cost	235,543
MFC FLEXSHARES TR QUALITY DIV 6,125		215,843	Cost	233,603
MFC FLEXSHARES TR QUALITY 6,550 SHS	239,042		Cost	
MFC SPDR GOLD TRUST 150	16,396		Cost	
MFC SPDR GOLD TRUST 200		22,473	Cost	21,922
MFC SPDR INDEX DOW JONES 825	33,514		Cost	
MFC SPDR INDEX DOW JONE 1,100 S		45,281	Cost	39,688
MFO BLACKROCK HIGH YIELD BOND		115,595	Cost	119,668
MFO DFA INTL SMALL CO 2,472.25	48,836	48,836	Cost	42,696
MFO DFA IVT DIM EMERGING 2,587.04	50,000		Cost	
MFO DFA INVT DIM EMERGING 6,419.19 S		100,000	Cost	95,731
MFO DFA INVT DIM REAL ESTATE 1,450.5		50,000	Cost	50,058
PUTNAM FDS CAPITAL SPECTRUM 3,135.26	88,616		Cost	
PUTNAM INCOME FUND 14,347.927 SHS	100,000		Cost	
PUTNAM INCOME FUND 18725.49		130,000	Cost	129,019
ROYAL BANK OF CANADA TRIGGER	20,000	20,000	Cost	19,240
UBS AG TRIGGER ROS	40,000	40,000	Cost	37,400
VANGUARD BOND INDEX 8,865.248 SHS	100,000		Cost	
VANGUARD BOND INDEX 8508.019		95,471	Cost	94,476
VANGUARD TOTAL STOCK MKT 4,374.88		215,692	Cost	235,194
VANGUARD TOTAL STOCK 4,657.69 SHS	240,000		Cost	
PARTNERSHIPS:				
PIEDMONT PARTNERS LTD	100,000	100,000	Cost	109,125
37,350 QUADRANGLE FUND LLC	66,004	42,602	Cost	48,646
STRENGTH CAPITAL II	544,028	523,096	Cost	564,768
Total	$ 4,168,531	$ 3,932,060		$ 4,046,036

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Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID TAXES	$	$ 21,106	$ 21,106
Total	$ 0	$ 21,106	$ 21,106

Statement 9 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
TAXES PAYABLE	$ 88,125	$
Total	$ 88,125	$ 0

Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

EXEMPT ORGANIZATIONS UNDER SEC 501(C)(3)OF INTERNAL REVENUE CODE SHOULD SUBMIT A DETAILED REQUEST, INDCLUDING PROPOSED GRANT USE. A COPY OF THE APPLICANTS IRS DETERMINATION LETTER IS REQUIRED

Statement 11 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

APPLICATIONS ACCEPTED AT ANYTIME NOTICE OF APPROVAL, REJECTION OR REQUESTS FOR ADDITIONAL INFORMATION USUALLY SENT OUT WITHIN TWO MONTHS.

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

ALL APPLICATIONS ARE REVIEWED BY THE BOARD OF TRUSTEES

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Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name Address	Address Relationship	Status	Purpose	Amount
ALZHEIMERS ASSOCIATION CHICAGO IL 60601	225 N MICHIGAN AVE STE 17	PUBLIC	GENERAL	1,000
AMERICAN ACADEMY IN ROME NEW YORK NY 10022	7 EAST 60TH ST	PUBLIC	GENERAL	35,000
ANGEL'S PLACE SOUTHFIELD MI 48034	29299 FRANKLIN ROAD	PUBLIC	GENERAL	5,000
ARCHITECTUAL LEAGUE OF NY NEW YORK NY 10022	457 MADISON AVE	PUBLIC	GENERAL	35,000
BALDWIN CENTER PONTIAC MI 48342	212 BALDWIN AVE	PUBLIC	GENERAL	10,000
BORN & RAISED DETROIT DETROIT MI 48232	P O BOX 32514	PUBLIC	GENERAL	5,000
CARE HOUSE OF OAKLAND COUNTY PONTIAC MI 48341	44765 WOODWARD AVE	PUBLIC	GENERAL	5,000
CHILD SAFE MICHIGAN MADISON HEIGHTS MI 48071	30680 MONTPELIER STE 250	PUBLIC	GENERAL	2,500
CRANBROOK EDUCATIONAL BLOOMFIELD HILLS MI 48303	P O BOX 801	PUBLIC	GENERAL	15,000
DETROIT INSTITUTE OF ARTS DETROIT MI 48202	5200 WOODWARD AVE	PUBLIC	GENERAL	8,876
DETROIT SYMPHONY ORCHESTR DETROIT MI 48201	3711 WOODWARD AVE	PUBLIC	GENERAL	25,000
FORGOTTEN HARVEST OAK PARK MI 48237	21800 GREENFIELD ROAD	PUBLIC	GEBERAL	5,000
GLAM4GOOD FOUNDATION BROOKLYN NY 11201	169 WARREN ST	PUBLIC	GENERAL	10,000
GRACE CENTER OF HOPE PONTIAC MI 48342	35 E HURON	PUBLIC	GENERAL	5,000
GRASS RIVER NATURAL AREA BELLAIRE MI 49615	P O BOX 231	PUBLIC	GENERAL	1,000
HENRY FORD HEALTH DETROIT MI 48202	1 FORD PLACE 5A	PUBLIC	GENERAL	10,000
HORIZON UPWARD BOUND BLOOMFIELD HILLS MI 48303	P O BOX 801	PUBLIC	GENERAL	25,000

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
MICHIGAN OPERA THEATRE DETROIT MI 48226	1526 BROADWAY	PUBLIC	GENERAL	32,500
OAKLAND FAMILY SERVICES PONTIAC MI 48341	114 ORCHARD LAKE ROAD	PUBLIC	GENERAL	5,000
RAQUET UP DETROIT MI 48211	P O BOX 11404	PUBLIC	GENERAL	10,000
ROSE HILL HOLLY MI 48442	5130 ROSE HILL BLVD	PUBLIC	GENERAL	1,000
SKY FOUNDATION BLOOMFIELD HILLS MI 48304	33 BLOOMFIELD PARKWAY	PUBLIC	GENERAL	10,000
UNITED COMMUNITY FAMILY SERVICES TROY MI 48084	2033 AUSTIN RD	PUBLIC	GENERAL	500
URBAN ASSEMBLY NEW YORK NY 10004	90 BROAD ST #2101	PUBLIC	GENERAL	5,000
Total				267,376