

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation Edna Sproull Williams Foundation		A Employer identification number 51-0198606	
% MR JAMES W BURKE			
Number and street (or P O box number if mail is not delivered to street address) C/O Mr James Burke 2046 EVENTIDE rd	Room/suite	B Telephone number (see instructions) (904) 287-0101	
City or town, state or province, country, and ZIP or foreign postal code Switzerland, FL 32259		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ▶ \$ 14,454,996	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	249	249		
	4 Dividends and interest from securities	295,750	295,750		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-812,664			
	b Gross sales price for all assets on line 6a _____ 12,171,790				
	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 _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	-516,665	295,999		
	13 Compensation of officers, directors, trustees, etc	100,000	25,000		75,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,266	0	0	2,266
	c Other professional fees (attach schedule)	84,997	84,997		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,204	1,004		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	284			284
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,171			5,976
	24 Total operating and administrative expenses. Add lines 13 through 23	203,922	111,001	0	83,526
	25 Contributions, gifts, grants paid	778,475			778,475
	26 Total expenses and disbursements. Add lines 24 and 25	982,397	111,001	0	862,001
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,499,062			
	b Net investment income (if negative, enter -0-)		184,998		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	17,923	1,775	1,775
	2	Savings and temporary cash investments	82,339	357,143	357,143
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	15,982,788	14,225,070	14,096,078
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,083,050	14,583,988	14,454,996	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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	16,083,050	14,583,988	
	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)	16,083,050	14,583,988		
31	Total liabilities and net assets/fund balances (see instructions) .	16,083,050	14,583,988		

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	16,083,050
2	Enter amount from Part I, line 27a	2	-1,499,062
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	14,583,988
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	14,583,988

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a MERRELL LYNCH - LONG TERM GAINS	P		
b MERRELL LYNCH - SHORT TERM GAINS	P		
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 6,855,125		7,462,160	-607,035
b 5,216,151		5,421,780	-205,629
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-607,035
b			-205,629
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	-812,664
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))
2015	913,541	15,813,467	0 05777
2014	878,940	16,605,680	0 05293
2013	794,990	16,218,484	0 049018
2012	745,632	15,375,081	0 048496
2011	851,888	15,141,368	0 056262

2 Total of line 1, column (d)	2	0 264476
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 052895
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	14,061,729
5 Multiply line 4 by line 3	5	743,795
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,850
7 Add lines 5 and 6	7	745,645
8 Enter qualifying distributions from Part XII, line 4	8	862,001

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	1,850
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,850
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,850
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	11,504
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	11,504
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	9,654
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 9,654 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address ►	13	Yes	
14	The books are in care of ► <u>MR JAMES W BURKE</u> Telephone no ► <u>(904) 287-0101</u>			

Located at ► 2046 EVENTIDE ROAD SWITZERLAND FL ZIP+4 ► 32259

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 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	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	No
	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?		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 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).		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?	☐ 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).		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 2016?		4b	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)?	☐ Yes ☒ No	5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
	b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	☐ Yes ☒ No	6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
	b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No	7b	

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

[illegible][illegible]Form **990-PF** (2016)

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
MERRILL LYNCH 4 world financial center NEW YORK, NY 10080	INVESTMENT ADVISORY	89,743
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2 All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	14,236,959
b	Average of monthly cash balances.	1b	38,908
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	14,275,867
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	14,275,867
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	214,138
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,061,729
6	Minimum investment return. Enter 5% of line 5.	6	703,086

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	703,086
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,850
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,850
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	701,236
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	701,236
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	701,236

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	862,001
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	862,001
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	1,850
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	860,151

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				701,236
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014, 2013, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. 113,370				
b From 2012. 20,506				
c From 2013.				
d From 2014. 79,136				
e From 2015. 137,970				
f Total of lines 3a through e.	350,982			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>862,001</u>				
a Applied to 2015, but not more than line 2a			0	
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.				701,236
e Remaining amount distributed out of corpus	160,765			
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	511,747			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	113,370			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	398,377			
10 Analysis of line 9				
a Excess from 2012. 20,506				
b Excess from 2013.				
c Excess from 2014. 79,136				
d Excess from 2015. 137,970				
e Excess from 2016. 160,765				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NA

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

NA

◀ | ▶

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHMENT 10A SEE ATTACHMENT 10A SEE ATTACHMENT A, FL 32259	NONE	PC	Further the charitable goals of the donee organization	778,475
Total			▶ 3a	778,475
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	249	
4 Dividends and interest from securities. . . .			14	295,750	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-812,664	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .				-516,665	
13 Total. Add line 12, columns (b), (d), and (e).			13		-516,665

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

- b** If "Yes," complete the following schedule

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

Sign	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**

2017-11-15

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00395735
	Firm's name ▶ ERNST & YOUNG US LLP				Firm's EIN ▶
	Firm's address ▶ 111 MONUMENT CIRCLE 4000 INDIANAPOLIS, IN 46204				Phone no (317) 681-7000

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
SUSAN W BRODEUR	TRUSTEE 1 0	20,000	0	0
C/O Mr James Burke 2046 EVENTIDE rd Switzerland, FL 32259				
JAMES W BURKE	TRUSTEE 1 0	20,000	0	0
C/O Mr James Burke 2046 EVENTIDE rd Switzerland, FL 32259				
DAVID F WILLIAMS	TRUSTEE 1 0	20,000	0	0
C/O Mr James Burke 2046 EVENTIDE rd Switzerland, FL 32259				
PATRICK M WILLIAMS III	TRUSTEE 1 0	20,000	0	0
C/O Mr James Burke 2046 EVENTIDE rd Switzerland, FL 32259				
D FINLEY WILLIAMS	TRUSTEE 1 0	20,000	0	0
C/O Mr James Burke 2046 EVENTIDE rd Switzerland, FL 32259				

TY 2016 Accounting Fees Schedule**Name:** Edna Sproull Williams Foundation**EIN:** 51-0198606

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX SERVICES	2,266			2,266

TY 2016 All Other Program Related Investments Schedule

Name: Edna Sproull Williams Foundation
EIN: 51-0198606

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: Edna Sproull Williams Foundation

EIN: 51-0198606

TY 2016 Investments Corporate Stock Schedule

Name: Edna Sproull Williams Foundation

EIN: 51-0198606

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT 7A	14,225,070	14,096,078

TY 2016 Other Expenses Schedule**Name:** Edna Sproull Williams Foundation**EIN:** 51-0198606**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXPENSES	6,171			5,976

TY 2016 Other Professional Fees Schedule**Name:** Edna Sproull Williams Foundation**EIN:** 51-0198606

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	84,997	84,997		

TY 2016 Taxes Schedule**Name:** Edna Sproull Williams Foundation**EIN:** 51-0198606

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES ON INVEST INCOME	9,200			
FOREIGN DIV TAX	1,004	1,004		

Edna Sproull Williams Foundation

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Part XV Grants Paid

GRAND SUMMARY 5 YR

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
American Red Corss 431 18th St NW Washington, DC 20006	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	32,500
Angelwood, Inc 4674-2 Hood Road Jacksonville, FL 32257	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	15,000
Arc, Jacksonville 1050 North Davis Street Jacksonville, FL 32209	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	10,000
Basca Inc 352 Stowe Ave Orange Park, FL 32073	None	501(c)(3) Organization Public Charity 509(a)(2)	General Support	5,000
Beaches Area Historical Society, Inc 381 Beach Blvd Jacksonville Beach, FL 32250	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to provide local artifacts and displays for local use	5,000
Catholic Charities Bureau Inc 1316 Cumming Avenue Superior, WI 54880	None	501(c)(3) Organization Public Charity 509(a)(2)	General Support	5,000
Children's Home Society of Florida 482 S Keller Road Orlando, FL 32810	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	6,000
Communities in Schools of Jacksonville One Riverside Avenue, Room 400 Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 509(a)(2)	General Support	10,000
Community Connections PO Box 41086 Jacksonville, FL 32203	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to strengthen homeless & low income families to enable them to achieve self-sufficiency and become productive members of the community	20,000
Community Hospice of Northeast Florida 4266 Sunbeam Rd Jacksonville, FL 32257	None	501(c)(3) Organization Public Charity 509(a)(2)	General Support	15,000
Crudem Foundation 362 Sewall Street PO BOX 804 Ludlow, MA 01056	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	10,000

Edna Sproull Williams Foundation

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Part XV Grants Paid

Recipients	Relationship to Foundation	Status of Recipient	GRAND SUMMARY 5 YR Purpose of Grant	Amount
Daniel Memorial, Inc 4203 Southpoint Blvd Jacksonville, FL 32216	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission To see the furtherance of charitable, scientific, and educational activities in the local community	5,000
Downtown Ecumenical Council 215 Ocean St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to offer financial assistance up to \$200 for rent and utilities and a food pantry service to needy families and the disabled	25,000
Family First (Florida Family Council) 5211 W Laurel Street Tampa, FL 33607	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to use modern technology and offline events to strengthen the family by establishing "family" as a top priority in people's lives	20,000
Family Nurturing (Visitation) Center 1221 King St Jacksonville, FL 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to continue to develop and maintain a multifaceted supervised visitation & parent education center for children currently placed	5,000
First Presbyterian Church 118 East Monroe Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of making disciples and equipping them for ministry	15,000
National Fraternal Order of Police Foundation 328 Massachusetts Ave NE Washington DC 20002	None	501(c)(3) Organization Public Charity 509(a)(2)	General Support	2,500
Fresh Ministries, Inc 1131 North Laura Street Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 509(a)(2)	General Support	15,000
Girls, Inc 1627 Rogero Rd Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to inspire all girls to be strong, smart, and bold The Organization's main programs are After- school program, Out reach, National Literacy Program, and Summer Camps	10,000
Girl Scouts 1000 Shearer Street Jacksonville, FL 32205	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to build girls of courage, confidence, and character who make the world a better place	5,000
Good Samaritan Health Center 1835 Us Highway 1 S Ste 119 Pmb 325 St Augustine, FL 32084	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to Provide free medical / dental care & preventative healthcare & education to St Johns County, FL residents who are uninsured and whose income falls below 200% of fed poverty guidelines	7,500
Greenwood School 9920 Regency Square Blvd Jacksonville, FL 32225	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	10,000

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Part XV Grants Paid

Part XV Grants Paid	Relationship to Foundation	Status of Recipient	GRAND SUMMARY 5 YR Purpose of Grant	Amount
Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Hope Haven Inc 3815 N Tryon St Charlotte, NC 28206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	5000
Hubbard House PO Box 4909 Jacksonville, FL 32201	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of breaking the cycle of domestic violence in Northeast Florida	20,000
Inn Ministry 1720 Hamilton St Jacksonville, FL 32210	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission of providing housing for unwed mothers	5,000
Jacksonville Symphony Association 300 West Water Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to encourage and expand musical appreciation in the community	20,000
Jacksonville University 2800 University Boulevard North Jacksonville, FL 32211-3394	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	20,000
Jacksonville Zoo and Gardens 370 Zoo Pkwy Jacksonville, FL 32218	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to inspire discovery, appreciation and conservation of wildlife, plants and natural resources through innovative experiences	20,000
Local Initiatives Support Corp 10 West Adams St Suite 100 Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of helping community development organizations transform distressed neighborhoods into healthy communities	20,000
Lutheran Social Services of Northeast florida Inc 4615 Phillips Wwy Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	10,000
MaliVai Washington Kids Foundation 1096 W 6th Street Jacksonville, FL 32209	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission of utilizing tennis as a catalyst to provide other afterschool activities for youth including tutoring & homework assistance & character development	10,000
Memories of Love Foundation Inc 3028 Forest Cir Jacksonville, FL 32257	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	5,000
Murray Hill Ministries 932 Edgewood Ave S Jacksonville, FL 32205	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission of Evangelism	7,500

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Part XV Grants Paid

Recipients	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Recipients			GRAND SUMMARY 5 YR	
PET Florida - Penny Farms, Inc PO Box 919 Penney Farm	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(i)	General Support	20,000
Planned Parenthood 3850 Beach Blvd Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide care and education to women for family planning	10,000
Prevention Coalition of St Johns County PO BOX 2003 St Augustine, FL 32085	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	1,000
Riverside Fine Arts Association 1100 Stockton Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	5,000
Ronald McDonald House One Kroc Dr Oak Brook, IL 60523	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	25,000
Rotary Club of Jacksonville PO BOX 47546 Jacksonville, FL 32247	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	12,975
Salvation Army 10900 Beach Blvd Jacksonville, FL	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to preach the gospel of Jesus Christ and to meet human needs in His name without discrimination	10,000
Seniors on a Mission 2050 Art Museum Drive, Suite 102 Jacksonville, Florida 32207	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to love and encourage independent-living senior citizens, enabling them to live longer, healthier, more grace and purpose-filled lives	15,000
Sertoma Camp Endeavor, Inc PO BOX 910 Dundee FL 33838	None	501(c)(3) Organization Public Charity 509(a)(2)	General Support	1,000
St Johns Riverkeeper 2800 University Blvd North Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of protecting, preserving and restoring the St Johns River	20,000
St Mary's Outreach Ministry P O Box 3243 Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(i)	Provide funding to enable the organization to further its church missions	10,000
Sulzbacher Center Medical Clinic 611 East Adams Street	None	501(c)(3) Organization Public Charity	Provide funding to enable the organization to further its mission to empower homeless and at-risk men, women and children to	20,000

Edna Sproull Williams Foundation

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Part XV Grants Paid

Recipients	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Jacksonville, Florida 32202-2847		170(b)(1)(A)(vi)	achieve a better life through a full range of services,	
Teach for America 315 West 36th Street, 8th Floor New York, NY 10018	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of building the movement to eliminate educational inequality by enlisting the nation's most promising future leaders in the effort	10,000
The Bridge of Northeast Florida, Inc 1824 Pearl Street Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	General Support	20,000
Theatre Works, Inc 630 May Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	5,000
The Sanctuary 4751 Walgreen Rd Jacksonville, FL 32209	None	501(c)(3) Organization Public Charity 509(a)(2)	Provide funding to enable the organization to further its mission to create self sufficient adults by providing nurturing relationships, academic support and a safe and enriching environment	20,000
U F Proton Therapy Institute 2015 North Jefferson Street Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 509(a)(2)	General Support	10,000
Vision is Priceless 3 Shircliff Way ste 546 Jacksonville, FL 32204	None	501(c)(3) Organization Public Charity 509(a)(2)	General Support	15,000
Volunteers in Medicine 41 E Duval St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to serve the working uninsured & their families by providing access to free, high quality primary and preventive health care services	20,000
Wake Forest University 1834 Wake Forest Road Box 7227 Winston Salem, NC 27109	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	General Support	12,500
YMCA of Florida's First Coast 12735 Gran Bay Pkwy W, Suite 250 Jacksonville, FL 32258	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to meet the health and social service needs of 16.9 million men, women and children	80,000
Young Life PO Box 2173 Jacksonville , FL 32203-2173	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of introducing adolescents to Jesus Christ and helping them grow in their faith	40,000

TOTAL

778,475

Edna Sproull Williams Foundation

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Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>Corporate Stock</u>			
AB Large Cap Growth Fund ADV CL		1,234,052 71	1,311,042 62
Aquila Three Peaks Opportunity Growth FD Y		140,024 82	139,222 16
Blackrock Multi Asset Income Portfolio Instl	1,606,604 34	1,682,793 03	1,571,065 59
Clearbridge Aggressive Growth Fund I	1,583,509 09		
Eaton Vance Floating Rate Adv CL I	415,058 66		
Goldman Sachs MLP Energy Renaissance FD	716,615 70	618,365 70	359,500 00
Henderson European Focus Fund Class I	400,000 01		
Hotchkis and Wiley Large Cap Value Fund I	1,671,556 19		
Hotchkis and Wiley Mid Cap Value Fund CI I	561,102 52		
Johcm International Select Fund CL 1	401,305 74	705,999 75	665,630 12
Mainstay Unconstrained Bond Fund CI I	543,516 63		1,164,470 53
MAINSTAY U S EQUITY OPPORTUNITIES FUND CL I		1,020,281 05	
Nuveen Small Cap Value		142,901 97	145,962 60
Pear Tree Polaris Foreign Value Fund Instl	407,387 69		
Pioneer Fundamental Growth Fund CL Y		1,230,979 38	1,277,431 50
SPDR GOLD TRUST		254,999 68	219,220 00
Sunamerica Focused Dividend Strategy CL W	1,514,724 94	1,422,839 95	1,421,532 67
TCW Total Return Bond FD CL I	1,449,393 05	1,818,419 92	1,741,656 72
The Oakmark Intl Fund	417,300 23		
The Oakmark Select Fund	1,578,719 01		
Virtus Global Opportunities FD CL I		606,377 47	595,822 28
Virtus Low Duration Income Fund I	1,311,805 76	1,337,814 65	1,329,529 73
Virtus Small Cap Sustainable Growth FD		140,187 05	140,462 30
Wells Fargo Disciplined US Core FD		1,237,586 67	1,386,938 78
Wells Fargo Premium Lare Company Growth FD Instl	1,404,188 59		
WELLS FARGO SPECIAL MID		142,040 72	143,274 43
Anheuser-Busch Inbev ADR		20,672 30	21,088 00
ABBVIE INC SHS		18,641 30	18,786 00
ABBVIE INC SHS		3,112 43	3,131 00
ANADARKO PETE CORP		7,121 12	6,973 00
APPLE INC		22,605 00	23,164 00
BIOGEN INC		10,019 53	9,925 30
BIOGEN INC		10,082 86	9,925 30
CVS HEALTH CORP		44,147 50	39,455 00
CISCO SYSTEMS INC		21,081 83	21,154 00
EXXON MOBIL CORP COM		9,093 61	9,026 00
FACEBOOK INCCLASS A COMMON STOCK		11,812 63	11,505 00
FACEBOOK INC		12,082 68	11,505 00
HONEYWELL INTL INC DEL		11,669 11	11,585 00
HONEYWELL INTL INC DEL		11,795 61	11,585 00
INTEL CORP		17,908 75	18,135 00
INTEL CORP		3,675 63	3,627 00
JOHNSON AND JOHNSON COM		23,011 24	23,042 00
LOCKHEED MARTIN CORP		12,595 00	12,497 00

Edna Sproull Williams Foundation

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Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
LOCKHEED MARTIN CORP		12,565 00	12,497 00
LOWE'S COMPANIES INC		14,889 12	14,224 00
LOWE'S COMPANIES INC		7,451 61	7,112 00
PEPSICO INC		20,929 24	20,926 00
PFIZER INC		22,766 10	22,736 00
PROCTER & GAMBLE CO		17,001 42	16,816 00
PROCTER & GAMBLE CO		8,516 00	8,408 00
RAYTHEON CO DELAWARE NEW		10,733 81	10,650 00
RAYTHEON CO DELAWARE NEW		10,668 85	10,650 00
THERMO FISHER SCIENTIFIC INC		14,507 71	14,110 00
THERMO FISHER SCIENTIFIC INC		7,302 13	7,055 00
VERIZON COMMUNICATNS COM		10,380 00	10,676 00
VERIZON COMMUNICATNS COM		10,459 00	10,676 00
VISA INC CL A SHRS		15,657 12	15,604 00
VISA INC CL A SHRS		7,942 62	7,802 00
WHIRLPOOL CORP		17,587 47	18,177 00
WHIRLPOOL CORP		8,920 63	9,088 50
Total Corporate Stock	15,982,788	14,225,070	14,096,078