

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

Name of foundation AL WILLIAMS JR FAMILY FOUNDATION INC		A Employer identification number 58-1650389	
Number and street (or P O box number if mail is not delivered to street address) 3473 SATELLITE BLVD NO 211		Room/suite	B Telephone number (see instructions) (770) 813-0090
City or town, state or province, country, and ZIP or foreign postal code DULUTH, GA 30096		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) \$ 80,336,440		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,275	2,275		
	4 Dividends and interest from securities	2,358,664	2,358,664		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,233,039			
	b Gross sales price for all assets on line 6a				
		13,459,972			
	7 Capital gain net income (from Part IV, line 2)		2,233,039		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	4,593,978	4,593,978		
	13 Compensation of officers, directors, trustees, etc	280,000	0		280,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,290	0		2,290
	c Other professional fees (attach schedule)	271,321	235,749		35,572
	17 Interest	784	784		0
	18 Taxes (attach schedule) (see instructions)	70,165	63,182		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,616	0		4,616
	24 Total operating and administrative expenses. Add lines 13 through 23	629,176	299,715		322,478
	25 Contributions, gifts, grants paid	4,012,675			4,012,675
	26 Total expenses and disbursements. Add lines 24 and 25	4,641,851	299,715		4,335,153
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-47,873			
	b Net investment income (if negative, enter -0-)		4,294,263		
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			
	2	Savings and temporary cash investments	1,448,178	1,635,836	1,635,836
	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)	57,997,777	57,973,866	77,572,742
	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)	1,195,146	983,214	1,127,534
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	16	328	328	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	60,641,117	60,593,244	80,336,440	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	60,641,117	60,593,244	
	30	Total net assets or fund balances (see instructions)	60,641,117	60,593,244	
31	Total liabilities and net assets/fund balances (see instructions) .	60,641,117	60,593,244		

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	60,641,117
2	Enter amount from Part I, line 27a	2	-47,873
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	60,593,244
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	60,593,244

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 NORTHERN TRUST		P		
b NORTHERN TRUST		P		
c CLASS ACTION		P		
d RIVER VI, LP		P		
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 2,141,816		2,681,937	-540,121	
b 10,381,569		8,544,996	1,836,573	
c 95			95	
d 936,492			936,492	
e				

Worksheet only: for assets showing gain or loss in (h) and entered by the Foundation on 12/31/20

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	42,943
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	42,943
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	42,943
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	28,994
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	88,994
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	302
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	45,749
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 45,749 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities				
c	Did the foundation file Form 1120-POL for this year?	1c		No

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 ▶ N/A	13	Yes	
14	The books are in care of ▶ FRANK M SATO Telephone no ▶ (770) 813-0090			

Located at ▶ 3473 SATELLITE BLVD SUITE 211 DULUTH GA ZIP+4 ▶ 30096

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐	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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

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

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	☐ Yes	☒ No	

Part VII. Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

1. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
2. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
3. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
4. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
5. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
6. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
7. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
8. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
9. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
10. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
11. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]
12. Name of the trust, estate, or other entity (if any) for which the taxpayer is acting as a fiduciary:	[REDACTED]

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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	75,198,848
b	Average of monthly cash balances.	1b	1,542,008
c	Fair market value of all other assets (see instructions).	1c	1,412,357
d	Total (add lines 1a, b, and c).	1d	78,153,213
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	78,153,213
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,172,298
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	76,980,915
6	Minimum investment return. Enter 5% of line 5.	6	3,849,046

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	3,849,046
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	42,943
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	42,943
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,806,103
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,806,103
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,806,103

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	4,335,153
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	
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	4,335,153
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	42,943
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,292,210

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				3,806,103
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.		285,096		
e From 2015.		82,426		
f Total of lines 3a through e.	367,522			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>4,335,153</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				3,806,103
e Remaining amount distributed out of corpus	529,050			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	896,572			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	896,572			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.		285,096		
d Excess from 2015.		82,426		
e Excess from 2016.		529,050		

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.)

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 Additional Data Table				
Total			▶ 3a	4,012,675
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B	Relationship of Activities to the A
------------	-------------------------------------

[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

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

Print/Type preparer's name PAULINE REYNOLDS	Preparer's Signature	Date	Check if self-employed ► ☐	PTIN P00172434
Firm's name ► HLB GROSS COLLINS PC				Firm's EIN ► 58-1367012
Firm's address ► 3330 CUMBERLAND BOULEVARD 900 ATLANTA, GA 30339				Phone no (770) 433-1711

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
ARTHUR L WILLIAMS JR	CHAIRMAN/TRUSTEE 0 00	0	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ANGELA H WILLIAMS	PRES/TRUSTEE 0 00	0	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
FRANK M SATO	VP/TRUSTEE 2 00	0	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
GLOICE Y CRIM	SECRETARY 15 00	0	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ELIZABETH W BELL	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ARTHUR R WILLIAMS IV	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ALEX L WILLIAMS	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ANDREW L WILLIAMS	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
GEORGIA A GODFREY	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ARTHUR M DEMOSS	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ANGELA M BRIZENDINE	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
410 BRIDGE 35 OLD CANTON STREET ALPHARETTA, GA 30009	NONE	PC	CHARITABLE PURPOSES	4,697
ALL GOD'S CHILDREN 1400 NE 136TH AVE STE 201 VANCOUVER, WA 98684	NONE	PC	CHARITABLE PURPOSES	7,500
ATHENS AREA HOMELESS SHELTER 620 BARBER STREET ATHENS, GA 30601	NONE	PC	CHARITABLE PURPOSES	9,375
BOY SCOUTS OF AMERICA PO BOX 399 JEFFERSON, GA 30549	NONE	PC	CHARITABLE PURPOSES	600
BOYS & GIRLS CLUB OF ATHENS PO BOX 546 ATHENS, GA 30603	NONE	PC	CHARITABLE PURPOSES	9,375
Total ▶ 3a				4,012,675

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BRIDGE THE GAP MINISTRIES PO BOX 1051 SNELLVILLE, GA 30078	NONE	PC	CHARITABLE PURPOSES	7,000
CAMP OZARK FOUNDATION 155 CAMP OZARK DRIVE MT IDA, AR 71957	NONE	PC	CHARITABLE PURPOSES	6,500
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DRIVE 2400 ORLANO, FL 32832	NONE	PC	CHARITABLE PURPOSES	32,000
AMERICAN POLICY ROUNDTABLE 11288 ALAMEDA DRIVE STRONGVILLE, OH 44149	NONE	PC	CHARITABLE PURPOSES	10,000
ATHENS CHURCH 10 HUNTINGTON ROAD ATHENS, GA 30606	NONE	PC	CHARITABLE PURPOSES	9,375
Total ► 3a				4,012,675

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHRIST FELLOWSHIP 5343 NORTHLAKE BLVD PALM BEACH GARDENS, FL 33418	NONE	PC	CHARITABLE PURPOSES	48,000
COMMUNITY BIBLE CHURCH P O BOX 2916 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	48,000
THE BASCOM 323 FRANKLIN ROAD HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	15,000
COACH SAM'S INNER CIRCLE 600 SUPERIOR AVE E STE 1300 CLEVELAND, OH 44114	NONE	PC	CHARITABLE PURPOSES	25,000
COMPASSION INTERNATIONAL 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80921	NONE	PC	CHARITABLE PURPOSES	4,687
Total ▶ 3a				4,012,675

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAITH BAPTIST CHURCH 175 SPRING TIME STREET SPRING HILL, FL 34608	NONE	PC	CHARITABLE PURPOSES	10,000
DOWNTOWN MINISTRIES 165 PULASKI STREET ATHENS, GA 30601	NONE	PC	CHARITABLE PURPOSES	33,750
EMORY UNIVERSITY 1440 CLIFTON ROAD SUITE 430 ATLANTA, GA 30322	NONE	PC	CHARITABLE PURPOSES	50,000
FELLOWSHIP BIBLE CHURCH 480 WEST CROSSVILLE ROAD ROSWELL, GA 30075	NONE	PC	CHARITABLE PURPOSES	25,000
FELLOWSHIP OF CHRISTIAN ATHLET 200 HICKORY HOLLOW DRIVE LAKE TOXAWAY, NC 28747	NONE	PC	CHARITABLE PURPOSES	10,000
Total ▶ 3a				4,012,675

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIRST BAPTIST CHURCH OF WEST PALM BEACH 1101 S FLAGLER DRIVE WEST PALM BEACH, FL 33416	NONE	PC	CHARITABLE PURPOSES	160,000
GOOD NEWS JAIL & PRISON MINIST PO BOX 9760 HENRICO, VA 23228	NONE	PC	CHARITABLE PURPOSES	7,000
FIRST CARE FAMILY RESOURCES PO BOX 15198 WEST PALM BEACH, FL 33416	NONE	PC	CHARITABLE PURPOSES	50,000
FIRST UNITED METHODIST CHURCH 327 N LUMPKIN STREET ATHENS, GA 30601	NONE	PC	CHARITABLE PURPOSES	9,375
FRIENDS OF FOUNDERS PARK INC PO BOX 1703 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	100,000
Total 				4,012,675
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GEORGE WALTON ACADEMY ONE BULLDOG DRIVE MONROE, GA 30655	NONE	PC	CHARITABLE PURPOSES	618,000
GEORGIA FCA P O BOX 352 WATKINSVILLE, GA 30677	NONE	PC	CHARITABLE PURPOSES	75,000
GRACE BIBLE CHURCH 304 HERITAGE DR SUITE 2 OXFORD, MS 38655	NONE	PC	CHARITABLE PURPOSES	5,500
GRAYSTONE CHURCH 1551 OZORA ROAD LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	20,000
HEBRON CHRISTIAN CHURCH 2461 HEBRON CHURCH ROAD WINDER, GA 30680	NONE	PC	CHARITABLE PURPOSES	18,750
Total ▶ 3a				4,012,675

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE GORDON CENTER FOR CHILDREN PO BOX 1959 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	60,700
HIGHLANDS CASHIER HOSPITAL FOUNDATION PO BOX 742 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	730,000
GRAYSON FOOTBALL TOUCHDOWN CLUB 50 HOPE HOLLOW ROAD LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	760
HIGHLANDS COMMUNITY CHILD DEVELOPMENT CENTER PO BOX 648 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	50,000
HIGHLANDS-CASHIERS LAND TRUST PO BOX 1703 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	5,000
Total ▶ 3a				4,012,675

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOLY CROSS ANGLICAN CHURCH PO BOX 776 LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	12,000
JIAN HUA FOUNDATION 506 AMERICAN DRIVE YARDLEY, PA 19067	NONE	PC	CHARITABLE PURPOSES	28,000
HUDSON LIBRARY PO BOX 430 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	5,000
LIBERTY UNIVERSITY 1971 UNIVERSITY BLVD LYNCHBURG, VA 24502	NONE	PC	CHARITABLE PURPOSES	100,000
LIGHTHOUSE FAMILY RETREAT 45 TECHNOLOGY PARKWAY SOUTH STE 225 NORCROSS, GA 30092	NONE	PC	CHARITABLE PURPOSES	7,000
Total ► 3a				4,012,675

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INTERNATIONAL MISSION BOARD 3806 MONUMENT AVENUE RICHMOND, VA 23230	NONE	PC	CHARITABLE PURPOSES	7,500
THE KING'S COLLEGE 56 BROADWAY NEW YORK, NY 10004	NONE	PC	CHARITABLE PURPOSES	50,000
MARS HILL BAPTIST CHURCH 2661 MARS HILL ROAD WATKINSVILLE, GA 30677	NONE	PC	CHARITABLE PURPOSES	12,500
MERCY HEALTH CENTER PO BOX 6064 ATHENS, GA 30604	NONE	PC	CHARITABLE PURPOSES	26,250
LIFELINE CHILDREN'S SERVICES 2104 ROCKY RIDGE ROAD BIRMINGHAM, AL 35216	NONE	PC	CHARITABLE PURPOSES	7,500
Total ▶ 3a				4,012,675

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MONROE ART GUILD 205 SOUTH BROAD STREET MONROE, GA 30655	NONE	PC	CHARITABLE PURPOSES	12,500
MR TOM'S HEART 24 WATERFORD COURT ATLANTA, GA 30328	NONE	PC	CHARITABLE PURPOSES	10,000
LIFESONG FOR ORPHANS PO BOX 40 GRIDLEY, IL 61744	NONE	PC	CHARITABLE PURPOSES	7,500
NEW JERUSALEM FELLOWSHIP CHURCH PO BOX 212 PRINCE GEORGE, VA 23875	NONE	PC	CHARITABLE PURPOSES	31,500
THE MARTIN-LIPSCOMB PERFORMING 507 CHESTNUT STREET HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	500,000
Total ▶ 3a				4,012,675

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PALM BEACH ATLANTIC UNIVERSITY PO BOX 24708 WEST PALM BEACH, FL 33416	NONE	PC	CHARITABLE PURPOSES	10,000
PATH PROJECT PO BOX 2301 LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	22,000
PEACE FOR ISRAEL INC PO BOX 840005 PEMBROKE PINES, FL 33084	NONE	PC	CHARITABLE PURPOSES	15,000
MERCY MULTIPLIED PO BOX 111060 NASHVILLE, TN 37222	NONE	PC	CHARITABLE PURPOSES	7,000
PHILANTROPICS FOUNDATION 17200 PEARL ROAD-STE 201 STRONGVILLE, OH 44136	NONE	PC	CHARITABLE PURPOSES	20,000
Total 				4,012,675
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE MINISTRY VILLAGE 678 TOM BREWER ROAD LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	10,000
PRESBYTERIAN CHURCH IN AMERICA 1700 NORTH BROW ROAD SUITE 105 LAWRENCEVILLE, GA 30043	NONE	PC	CHARITABLE PURPOSES	5,500
PROVERBS 31 MINISTRIES 630 TEAM ROAD SUITE 100 MATTHEWS, NC 28105	NONE	PC	CHARITABLE PURPOSES	30,000
MOUNTAIN MEDIATION SERVICES PO BOX 1802 SYLVA, NC 28779	NONE	PC	CHARITABLE PURPOSES	5,000
ON STAGE INC PO BOX 125 MONROE, GA 30655	NONE	PC	CHARITABLE PURPOSES	12,040
Total ▶ 3a				4,012,675

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHEPHERD PROJECT 1992 WILD STAR WAY CASTLE ROCK, CO 80104	NONE	PC	CHARITABLE PURPOSES	5,000
THE SPARROW'S NEST 745 PRINCE AVENUE ATHENS, GA 30606	NONE	PC	CHARITABLE PURPOSES	7,500
SYMPHONY ORCHESTRA AUGUSTA PO BOX 579 AUGUSTA, GA 30903	NONE	PC	CHARITABLE PURPOSES	7,700
STREET GRACE 5995 FINANCIAL DRIVE NORCROSS, GA 30071	NONE	PC	CHARITABLE PURPOSES	7,000
THE HIGHLANDS BIOLOGICAL FOUNDATION 265 N SIXTH STREET HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	275,000
Total ▶				4,012,675
3a				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
TOM ATKINS EVANGELISTIC PO BOX 701 LAVONIA, GA 30553	NONE	PC	CHARITABLE PURPOSES	24,000
TOWN OF HIGHLANDS PO BOX 460 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	11,991
TRINTY ANGLICAN 2270 DEFOOR HILLS ROAD NW ATLANTA, GA 30318	NONE	PC	CHARITABLE PURPOSES	8,500
SUMMIT CHARTER SCHOOL PO BOX 2493 CASHIERS, NC 28717	NONE	PC	CHARITABLE PURPOSES	100,000
TURNING POINT USA 217 1/2 ILLINOIS STREET LEMONT, IL 30439	NONE	PC	CHARITABLE PURPOSES	15,000
Total 3a				4,012,675

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITING HOPE 4 CHILDREN 1949 GA HIGHWAY 81 SOUTH LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	10,000
URBAN YOUTH IMPACT 2823 NORTH AUSTRALIAN AVE WEST PALM BEACH, FL 33407	NONE	PC	CHARITABLE PURPOSES	25,000
WALK THRU THE BIBLE 4201 N PEACHTREE RD ATLANTA, GA 30341	NONE	PC	CHARITABLE PURPOSES	125,000
VOICE OF CHRIST MINISTRIES IN PO BOX 691 AUBURN, GA 30011	NONE	PC	CHARITABLE PURPOSES	8,000
THE WATER PROJECT PO BOX 3353 CONCORD, NH 03302	NONE	PC	CHARITABLE PURPOSES	7,500
Total ► 3a				4,012,675

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A WORD FROM THE LORD PO BOX 636 MONROE, GA 30655	NONE	PC	CHARITABLE PURPOSES	38,750
TRUTH BAPTIST CHURCH PO BOX 11812 LYNCHBURG, VA 24506	NONE	PC	CHARITABLE PURPOSES	12,000
Total ▶ 3a				4,012,675

TY 2016 Accounting Fees Schedule**Name:** AL WILLIAMS JR FAMILY FOUNDATION INC**EIN:** 58-1650389

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,290	0		2,290

TY 2016 Investments Corporate Stock Schedule**Name:** AL WILLIAMS JR FAMILY FOUNDATION INC**EIN:** 58-1650389

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NORTHERN TRUST	57,973,866	77,572,742

TY 2016 Investments - Other Schedule

Name: AL WILLIAMS JR FAMILY FOUNDATION INC

EIN: 58-1650389

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN RIVER VI PARTNERS	AT COST	983,214	1,127,534

TY 2016 Other Assets Schedule

Name: AL WILLIAMS JR FAMILY FOUNDATION INC

EIN: 58-1650389

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS	16	328	328

TY 2016 Other Expenses Schedule

01 WILLIAMSON FAMILY FOUNDATION INC

TY 2016 Other Professional Fees Schedule**Name:** AL WILLIAMS JR FAMILY FOUNDATION INC**EIN:** 58-1650389

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	200,176	200,176		0
MANAGEMENT FEES	71,145	35,573		35,572

[illegible]