

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or **Section 4947(a)(1) Trust Treated as Private Foundation**
▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation DON E & CHARLOTTE J WILLIAMS CHARITABLE FOUNDATION INC		A Employer identification number 36-3611702
Number and street (or P.O. box number if mail is not delivered to street address) C/O FRANK NOWINSKI 1000 36TH AVENUE	Room/suite	B Telephone number (see instructions) (309) 797-3000
City or town, state or province, country, and ZIP or foreign postal code MOLINE, IL 61265		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85%

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing		21,464	21,464
2	Savings and temporary cash investments			
3	Accounts receivable ▶ _____			
	Less: allowance for doubtful accounts ▶ _____			

[illegible]

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.

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

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	1,139
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	1,139
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0

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			
	4	Dividends and interest from securities	68,528	68,528	
	5a	Gross rents			
	b	Net rental income or (loss) _____			
	6a	Net gain or (loss) from sale of assets not on line 10	106,040		
	b	Gross sales price for all assets on line 6a 719,169			
	7	Capital gain net income (from Part IV, line 2)		106,040	
	8	Net short-term capital gain			
	9	Income modifications			
	10a	Gross sales less returns and allowances			
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-22,194	-22,194		
12	Total. Add lines 1 through 11	152,374	152,374		
Relative Expenses	13	Compensation of officers, directors, trustees, etc	38,000	23,940	14,060
	14	Other employee salaries and wages			
	15	Pension plans, employee benefits			
	16a	Legal fees (attach schedule)			
	b	Accounting fees (attach schedule)	5,000	5,000	0
	c	Other professional fees (attach schedule)			
	17	Interest	151	151	0
	18	Taxes (attach schedule) (see instructions)	9,281	9,281	0

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 ▶ <u>NONE</u>	13	Yes	
14	The books are in care of ▶ <u>FRANK NOWINSKI</u> Telephone no ▶ <u>(309) 797-3000</u> Located at ▶ <u>1000 36TH AVE MOLINE IL</u> ZIP+4 ▶ <u>61265</u>			
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 2017, 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

5a During the year did the foundation pay or incur any amount to

☐ Yes ☒ No

33. directly or indirectly, any motor registration drive.

[REDACTED]

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	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
MARVIN SCHRAGER 8105 EAST COURT AUSTIN, TX 78759	DIRECTOR 9 00	20,000	0	0
FRANK NOWINSKI 4401 37TH AVENUE ROCK ISLAND, IL 61201	DIRECTOR 1 50	9,000	0	0
JAMES ABBITT 1037 21ST AVE EAST MOLINE, IL 61244	DIRECTOR 1 50	9,000	0	0

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

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

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 PROVIDE SCHOLARSHIPS AND GRANTS FOR EDUCATIONAL PURPOSES	0
2 PROVIDE GRANTS TO CIVIC ORGANIZATIONS FOR QUALITY OF LIFE IMPROVEMENT	0
3 PROVIDE GRANTS TO CHARITABLE ORGANIZATIONS FOR NECESSARY SERVICES	0
4 _____	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
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	2,003,950
b	Average of monthly cash balances.	1b	10,732
c	Fair market value of all other assets (see instructions).	1c	280,721
d	Total (add lines 1a, b, and c).	1d	2,295,403
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	2,295,403
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,431
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,260,972
6	Minimum investment return. Enter 5% of line 5.	6	113,049

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	113,049
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	1,139
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,139
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	111,910
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	111,910
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	111,910

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	131,560
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	131,560
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	1,139
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	130,421

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				111,910
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			6,228	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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

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	1,227,910	1,227,910
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	949,112	932,388
	30 Total net assets or fund balances (see instructions)	2,177,022	2,160,298
	31 Total liabilities and net assets/fund balances (see instructions)	2,204,981	2,161,492

Part XVI Analysis of Changes in Net Assets or Fund Balances

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	117,500
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2018-07-24	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	RODNEY N HARRIS				P00097275
	Firm's name ▶ RODNEY N HARRIS CPA				Firm's EIN ▶ 74-2369297
	Firm's address ▶ 3901 SOUTH LAMAR BLVD SUITE 230 AUSTIN, TX 78704				Phone no (512) 328-8006

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
APOLLO ED GRP	P	2016-10-13	2017-02-02
BRIT AMER TBCCO	P	2017-07-25	2017-08-04
BROCADE COMMS SYS	P	2016-10-31	2017-04-21
BROCADE COMMS SYS	P	2017-02-13	2017-05-04
EARTHLINK HOLDINGS	P	2016-11-16	2017-01-24
GRAY TELEVISION	P	2016-05-10	2017-03-10

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
VANGUARD NATL RES	P	2015-06-17	2017-10-12
BANCO SANTANDER	P	2017-07-20	2017-07-20
ENBRIDGE INC	P	2008-07-21	2017-03-07
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4		1,558	-1,554
196			196
25			25
15,555			15,555

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,554
			196
			25
			15,555

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>				
COMMUNITY FOUNDATION OF GREAT RIVER BEND 852 MIDDLE RD 100 BETTENDORF, IA 52722	NONE	EXEMPT	EDUCATION SCHOLARSHIPS	75,000
NEW KINGDOM TRAILRIDERS 18929 81ST STREET SHERRARD, IL 61281	NONE	EXEMPT	OPERATING EXPENSES	7,500
RIVER BEND FOOD BANK 4010 KIMMEL DRIVE DAVENPORT, IA 52802	NONE	EXEMPT	OPERATING EXPENSES	5,000
Total ▶ 3a				117,500

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>				
BETHANY HOME OF QUAD CITIES 1202 W 3RD ST DAVENPORT, IA 52802	NONE	EXEMPT	OPERATING EXPENSES	20,000
QUAD CITY ANIMAL WELFARE CENTER 724 2ND AVE W MILAN, IL 61264	NONE	EXEMPT	OPERATING EXPENSES	5,000
BOYS AND GIRLS HOME MISSISSIPPI VALLEY 338 6TH ST MOLINE, IL 61265	NONE	EXEMPT	OPERATING EXPENSES OPERATING EXPENSES OPERATING EXPENSES	5,000
Total ► 3a				117,500

TY 2017 Accounting Fees Schedule

Name: DON E & CHARLOTTE J WILLIAMS
CHARITABLE FOUNDATION INC

EIN: 36-3611702

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,000	5,000		0

TY 2017 Investments Corporate Bonds Schedule

Name: DON E & CHARLOTTE J WILLIAMS
CHARITABLE FOUNDATION INC

EIN: 36-3611702

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
	271,318	279,602

TY 2017 Investments Corporate Stock Schedule

Name: DON E & CHARLOTTE J WILLIAMS
CHARITABLE FOUNDATION INC

EIN: 36-3611702

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	1,587,989	1,635,389

TY 2017 Investments - Other Schedule

Name: DON E & CHARLOTTE J WILLIAMS
CHARITABLE FOUNDATION INC

EIN: 36-3611702

Investments Other Schedule 2

Category / Item	United States	Rest Value	End of Year Fair
1			

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

TY 2017 Other Assets Schedule

Name: DON E & CHARLOTTE J WILLIAMS
CHARITABLE FOUNDATION INC

EIN: 36-3611702

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FEDERAL TAX DEPOSIT	7,388		
OTHER	230		

TY 2017 Other Expenses Schedule

Name: DON E & CHARLOTTE J WILLIAMS
CHARITABLE FOUNDATION INC

EIN: 36-3611702

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	100	100		0

TY 2017 Other Income Schedule

Name: DON E & CHARLOTTE J WILLIAMS
 CHARITABLE FOUNDATION INC
EIN: 36-3611702

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	-22,194	-22,194	-22,194

TY 2017 Other Increases Schedule

Name: DON E & CHARLOTTE J WILLIAMS
CHARITABLE FOUNDATION INC

EIN: 36-3611702

Description	Amount
BASIS ADJUSTMENT	934

TY 2017 Other Liabilities Schedule

Name: DON E & CHARLOTTE J WILLIAMS
CHARITABLE FOUNDATION INC

EIN: 36-3611702

Description	Beginning of Year - Book Value	End of Year - Book Value
MARGIN ACCOUNT	27,959	1,194

TY 2017 Taxes Schedule**Name:** DON E & CHARLOTTE J WILLIAMS

CHARITABLE FOUNDATION INC

EIN: 36-3611702

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,058	1,058		0
FEDERAL TAXES	8,223	8,223		0