

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation JL WILLIAMS FOUNDATION INC		A Employer identification number 75-2671320	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 797464		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75379		B Telephone number (see instructions) (972) 588-3636	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 14,035,918		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	58,587	58,587		
	4 Dividends and interest from securities	165,536	165,536		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	335,270			
	b Gross sales price for all assets on line 6a	1,483,669			
	7 Capital gain net income (from Part IV, line 2)		335,270		
	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)	-372,797	-371,920		
	12 Total. Add lines 1 through 11	186,596	187,473		
	13 Compensation of officers, directors, trustees, etc	216,000	194,400		21,600
	14 Other employee salaries and wages	36,000	36,000		
	15 Pension plans, employee benefits	24,387	21,948		2,439
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,100	8,100		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,958	1,958		
	19 Depreciation (attach schedule) and depletion	380	380		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	80,415	80,415		
	24 Total operating and administrative expenses. Add lines 13 through 23	367,240	343,201		24,039
	25 Contributions, gifts, grants paid	661,000			661,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,028,240	343,201		685,039
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-841,644			
	b Net investment income (if negative, enter -0-)		0		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	417,735	358,875	358,878
	2 Savings and temporary cash investments	5,451,680	3,941,708	3,941,708
	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	4,058	4,058	4,058
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,946,848	4,209,719	6,610,116
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____	780		
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,574,512	3,035,991	3,121,158
	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)	12,395,613	11,550,351	14,035,918	
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	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds		12,395,613	11,550,351	
30 Total net assets or fund balances (see instructions)		12,395,613	11,550,351	
31 Total liabilities and net assets/fund balances (see instructions) .		12,395,613	11,550,351	

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	12,395,613
2 Enter amount from Part I, line 27a	2	-841,644
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	11,553,969
5 Decreases not included in line 2 (itemize) ▶ _____	5	3,618
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	11,550,351

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 ▶ NONE	13	Yes	
14	The books are in care of ▶ JULIA UNDERWOOD Telephone no ▶ (972) 588-3636			

Located at **▶** PO BOX 797464 DALLAS TX ZIP+4 **▶** 75379

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 2018, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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

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

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		
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 2018? ☐	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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		
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 2018 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 2018).	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 2018?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No	
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? If "Yes" to 6b, file Form 8870		6b No
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?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

JULIA UNDERWOOD
PO BOX 797464
DALLAS, TX 75379
(972) 588-3636

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

NO REQUIRED FORMS

c Any submission deadlines

NONE

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

NO RESTRICTIONS

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	
b <i>Approved for future payment</i>				
Total			3b	

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)
1 WELLS FARGO 9262 L/T	P	2002-10-03	2018-12-31
1 WELLS FARGO 2921 S/T	P	2018-01-01	2018-12-31
WELLS FARGO 2921 L/T	P	2017-01-01	2018-12-31
UBS 2395 DIV RULER S/T	P	2018-01-01	2018-12-31
UBS 2395 DIV RULER L/T	P	2017-01-01	2018-12-31
UBS 2397 QGARP S/T	P	2018-01-01	2018-12-31
UBS 2397 QGARP L/T	P	2017-01-01	2018-12-31
TD AMERITRADE 9023 S/T	P	2018-05-16	2018-12-21
SALE OF DENTON LAND	D	2003-04-16	2018-07-16
THE BLACKSTONE GROUP, LP K-1	P	2017-01-01	2018-12-31

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)
46,698		886	45,812
490,873		445,317	45,556
493,174		363,336	129,838
141,440		146,766	-5,326
42,829		36,827	6,002
35,497		38,457	-2,960
131,238		111,245	19,993
		4,061	-4,061
700		1,484	-784
739			739

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	
			45,812
			45,556
			129,838
			-5,326
			6,002
			-2,960
			19,993
			-4,061
			-784
			739

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)
K-1 UBI - BLACKSTONE GROUP - NONTAX	P	2017-01-01	2018-12-31
1 ENTERPRISE PRODUCT PARTNERS LP K-1	P	2017-01-01	2018-12-31
FE INDUSTRIAL PARTNERS I, LP K-1	P	2017-01-01	2018-12-31
PHOENIX CAPITAL REALTY FUND V K-1	P	2017-01-01	2018-12-31
PHOENIX REAL ESTATE FUND VI K-1	P	2017-01-01	2018-12-31

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)
341			341
		20	-20
27,161			27,161
57,007			57,007
15,922			15,922

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		(I) 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	
		341
		-20
		27,161
		57,007
		15,922

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
RJ PIPES	CHAIRMAN 20 00	100,000	0	0
5931 MELETIO LANE DALLAS, TX 75230				
JONELL H WILLIAMS	PRESIDENT 10 00	40,000	0	0
29 ASHTON COURT DALLAS, TX 75230				
JULIA UNDERWOOD	SEC/TREAS 25 00	40,000	0	0
PO BOX 797464 DALLAS, TX 75379				
ANDREA CONNOLLY	DIRECTOR 10 00	18,000	0	0
311 RIDGEBRIAR DRIVE RICHARDSON, TX 750801920				
RICHARD WILLIAMS	DIRECTOR 10 00	18,000	0	0
29 ASHTON COURT DALLAS, TX 75230				

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>				
AUSTIN STREET CENTREPO BOX 710729 DALLAS, TX 753710729	N/A	PUBLIC	MEALS FOR THE HOMELESS	15,000
BATTERED WOMEN FOUNDATION 4166 WILLMAN STREET NORTH RICHLAND HILLS, TX 76180	N/A	PUBLIC	SHELTER FOR BATTERED WOMEN & KIDS	5,000
BRIGHTER TOMORROW'S 928 BLUEBIRD DR IRVING, TX 75061	N/A	PUBLIC	DOMESTIC VIOLENCE & SEXUAL ASSULT	5,000
Total ▶ 3a				661,000

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>				
BRYAN HOUSEPO BOX 35868 DALLAS, TX 75235	N/A	PUBLIC	CHILDCARE FOR FAMILIES WITH HIV/AIDS	10,000
CITY SQUARE4000 EAST SIDE AVE DALLAS, TX 75226	N/A	PUBLIC	FOOD PANTRY, HEALTH AND HOUSING	10,000
COMMUNITY COUNCIL OF GREATER DALLAS 1341 W MOCKINGBIRD LANE STE 1000 DALLAS, TX 75247	N/A	PUBLIC	HOME REPAIRS IN DALLAS COUNTY	10,000
Total ▶ 3a				661,000

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>				
CROSSROAD COMMUNITY 1822 YOUNG STREET 2ND FLOOR DALLAS, TX 75201	N/A	PUBLIC	DONATION TO FOOD PANTRY	15,000
DALLAS MORNING NEWS CHARITIES 5500 CARUTH HAVEN DALLAS, TX 75225	N/A	PUBLIC	SUMMER FEEDING PROGRAM	170,000
DME EXCHANGE OF DALLAS 12015 SHILOH ROAD STE130 DALLAS, TX 75228	N/A	PUBLIC	PROVIDE GENTLY-USED MEDICAL EQUIPMEN	10,000
Total ▶ 3a				661,000

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>				
FAMILY GATEWAY711 S ST PAUL DALLAS, TX 75219	N/A	PUBLIC	SUPPORT "END CHILD HOMELESSNESS"	15,000
GIRLS INC2040 EMPIRE CENTRAL DALLAS, TX 75238	N/A	PUBLIC	GENDER DISCRIM/SEXUAL VIOLENCE	10,000
HERITAGE HEALTH423 N DIXIE HWY HOOPERSTON, IL 60942	N/A	PUBLIC	THERAPY AND SENIOR CARE	1,000
Total ▶ 3a				661,000

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>				
JONATHAN'S PLACEPO BOX 140085 DALLAS, TX 75214	N/A	PUBLIC	SUPPORT FOSTER CARE AND ADOPTION	10,000
LUMINA EDUCATION 924 WAYNE STREET DALLAS, TX 75223	N/A	PUBLIC	EARLY CHILDHOOD EDUCATION CENTER	50,000
METROCREST SERVICES 13801 HUTTON DRIVE STE150 FARMERS BRANCH, TX 75234	N/A	PUBLIC	FOOD BANK	5,000
Total ▶ 3a				661,000

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>				
NORTH DALLAS SHARED MINISTRIES 2875 MERREL ROAD DALLAS, TX 75229	N/A	PUBLIC	PURCHASE FOOD FOR SENIORS/DISABLE	10,000
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL ROA DALLAS, TX 75236	N/A	PUBLIC	FEEDING THE POOR	170,000
OPERATION KINDNESS 3201 EARHART DRIVE CARROLLTON, TX 75006	N/A	PUBLIC	ANIMAL CARE (FOOD)	10,000
Total ▶ 3a				661,000

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>				
RANCH HAND RESCUE 8827 HIGHWAY 377 SOUTH ARGYLE, TX 76226	N/A	PUBLIC	FOOD FOR RESCUED FARM ANIMALS	5,000
RISE ADVENTURE IRVING PO BOX 141122 DALLAS, TX 750141122	N/A	PUBLIC	PROGRAMS FOR PHYSICALLY DISABLED	5,000
SHELTON LANDMARK FOUNDATION 15720 HILLCREST ROAD DALLAS, TX 75248	N/A	PUBLIC	BUILDING FUND FOR SHELTON SCHOOL	10,000
Total ▶ 3a				661,000

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>				
SOUL'S HARBOR13134 NILE DRIVE DALLAS, TX 75253	N/A	PUBLIC	HOMELESS MEN W/ SUSTANCE ABUSE	10,000
SPAY NEUTER NETWORKPO BOX 515 KAUFMAN, TX 75142	N/A	PUBLIC	TO NEUTER DOGS IN DALLAS COUNTY	10,000
SPCA2719 MANOR WAY DALLAS, TX 75235	N/A	PUBLIC	HELP ADOPT DOGS AND KITTIES	10,000
Total ▶ 3a				661,000

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>				
TAKE ME HOME PET RESCUE 561 CAMPBELL RD STE 303 RICHARDSON, TX 75080	N/A	PUBLIC	PET RESCUE	5,000
TEXAS HEALTH RESOURCES 8440 WALNUT HILL LANE STE 800 DALLAS, TX 75231	N/A	PUBLIC	FAITH-BASED PATIENT SERVICE	10,000
THE BRIDGEPO BOX 720100 DALLAS, TX 75371	N/A	PUBLIC	FEED THE NEEDY	15,000
Total ► 3a				661,000

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 BRIDGE BREAST NETWORK 4000 JUNIUS STREET DALLAS, TX 75246	N/A	PUBLIC	BREAST/HEALTH ED/PATIENT NAVIG	5,000
THE STEWPOT OF 1ST PRESBYTERIAN CHU 1835 YOUNG STREET DALLAS, TX 75201	N/A	PUBLIC	FEED THE HOMELESS	10,000
THRIVE WOMEN'S CLINIC 6500 GREENVILLE DALLAS, TX 75206	N/A	PUBLIC	CLINIC FOR PREGNANT WOMEN	5,000
Total ▶ 3a				661,000

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>				
WESLEY-RANKIN COMMUNITY CENTER 3100 GROSSMAN DALLAS, TX 75212	N/A	PUBLIC	MEALS AND EDUCATION FOR SENIORS	10,000
WILKINSON CENTERPO BOX 720248 DALLAS, TX 75372	N/A	PUBLIC	FOOD & EMERGENCY SERVICES	10,000
THE WAY BACK HOUSE13490 TI BLVD STE 102 DALLAS, TX 75243	N/A	PUBLIC	RE-ENTRY SERVICE CENTER / OFFENDERS	10,000
Total ▶ 3a				661,000

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a MISCELLANEOUS INCOME			18	5,589	
b K-1 RE INC - PHOENIX V			18	-8,981	
c K-1 RE INC - PHOENIX VI			18	-21,783	
d K-1 RE INC - PHOENIX PRTRS			18	-41,056	
e K-1 GUARANTEED PAYMENTS			18	2,250	
f K-1 OTHER INCOME			18	814	
g K-1 ORD - ENTERPRISE PRODUC			18	-2	
h K-1 ORD - THE BLACKSTONE GR			18	9	
i K-1 ORD - EXPEDITION CO-INT			18	-51,194	
j K-1 RE INC - THE BLACKSTONE			18	-14	
k K-1 RE INC - PHOENIX VII			18	-30,446	
l K-1 RE INC - EXPEDITION CO-			18	-179,350	
m K-1 DED - THE BLACKSTONE GR			18	-140	
n K-1 RE INC - FE INDUSTRIAL			18	-73,629	
o K-1 RE INC - PHOENIX VIII			18	-21	
p K-1 ORD - PHOENIX V			18	-2,997	
q K-1 ORD - PHOENIX VI			18	158	
r K-1 UBTI - BLACKSTONE	900099	-6	18		
s K-1 UBTI - ENTERPRISE	900099	-871	18		

TY 2018 Accounting Fees Schedule**Name:** JL WILLIAMS FOUNDATION INC**EIN:** 75-2671320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING J L WILLIAMS FOUNDA	8,100	8,100		

TY 2018 Investments Corporate Stock Schedule

Name: JL WILLIAMS FOUNDATION INC
EIN: 75-2671320

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK-DIVRULER-BRITISH AMER TOBACCO		
STOCK-DIVRULER-COLGATE PALMOLIVE		
STOCK-DIVRULER-INVESCO		
STOCK-DIVRULER-PEPSICO		
STOCK-DIVRULER-PRAXAIR		
STOCK-QGARP-AMERISOURCEBERGEN		
STOCK-QGARP-COLGATE PALMOLIVE		
STOCK-QGARP-INVESCO		
STOCK-QGARP-STARBUCKS		
STOCK-SPECIAL-CISCO SYSTEMS INC		
STOCK-SPECIAL-CYRUSONE INC		
STOCK-SPECIAL-MASTEC INC		
STOCK-SPECIAL-PENNEY J C CO INC		
STOCK-SPECIAL-TEXAS INSTRUMENTS		
STOCK-SPECIAL-VISTRA ENERGY CORP		
STOCK-SPECIAL-WHIRLPOOL		
STOCK-CHARTER/AT&T	24,774	63,229
STOCK-ARCHER-DANIEL-MIDLAND	7,331	20,485
STOCK-ATMOS ENERGY	25,741	92,720
STOCK-BRISTOL MYERS	26,731	51,980
STOCK-ENBRIDGE(DUKE/SPECTRA)	21,541	44,029
STOCK-HANCOCK PREFERRED "S"	84,425	63,360
STOCK-JOHNSON & JOHNSON	54,001	129,050
STOCK-PROCTOR & GAMBLE	53,046	91,920
STOCK-TEXAS INDUSTRIES	55,465	178,401
STOCK-TEXAS INSTRUMENTS	304,800	1,890,000
STOCK-TEXAS PACIFIC LAND TRUST	12,534	541,630
STOCK-XCEL ENERGY	32,976	98,540
STOCK-SPECIAL-AMERICAN AIRLINES	127,664	96,330
STOCK-SPECIAL-BOEING	24,030	96,750

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK-SPECIAL-COMSTOCK RESOURCES INC	143,515	18,120
STOCK-SPECIAL-EAGLE MATERIALS INC	142,050	91,545
STOCK-SPECIAL-ENCORE WIRE CORP	55,468	62,725
STOCK-SPECIAL-ENLINK MIDSTREAM LLC	85,322	47,450
STOCK-SPECIAL-FEDEX CORP	77,900	80,665
STOCK-SPECIAL-GEO GROUP	116,404	98,500
STOCK-SPECIAL-INTERNATIONAL PAPER CO	94,637	80,720
STOCK-SPECIAL-JOHNSON & JOHNSON	41,280	77,430
STOCK-SPECIAL-RYMAN HOSPITALITY PPTY	38,515	66,690
STOCK-SPECIAL-SOUTHWEST AIRLINES	16,490	92,960
STOCK-SPECIAL-TEX PAC LAND TR	32,057	162,489
STOCK-SPECIAL-XCEL ENERGY	19,743	49,270
STOCK-SPECIAL-GILEAD SCIENCES	74,817	62,550
STOCK-SPECIAL-JPMORGAN CHASE & CO	59,360	73,215
STOCK-SPECIAL-UNITED STATES STEEL	61,237	41,040
STOCK-SPECIAL-US CONCRETE	201,891	141,120
STOCK-SPECIAL-APPLIED MATERIALS INC	103,803	65,480
STOCK-SPECIAL-BANK OF AMERICA CORP	60,576	61,600
STOCK-SPECIAL-CENTURY COMMUNITIES IN	58,751	34,520
STOCK-SPECIAL-CITIGROUP INC NEW	68,797	52,060
STOCK-SPECIAL-CVS HEALTH CORP	107,183	98,280
STOCK-SPECIAL-ONEOK INC NEW	74,836	80,925
STOCK-SPECIAL-WAL-MART STORES INC	82,391	93,150
STOCK-SPECIAL-COMMERCIAL METALS CO	118,610	80,100
STOCK-SPECIAL-INTEL CORP	132,765	117,325
STOCK-SPECIAL-KRAFT HEINZ	63,768	43,040
STOCK-SPECIAL-LEGACY TEXAS FINANCIAL	90,680	64,180
STOCK-SPECIAL-TRIUMPH BANCORP	117,342	89,100
STOCK-SPECIAL-CINEMARK HOLDINGS	92,167	89,500
STOCK-SCOTTRADE-AT&T	16,446	11,416

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK-SCOTTRADE-GENERAL MOTORS	16,957	16,725
STOCK-DIVRULER-ACCENTURE PLC	16,589	18,190
STOCK-DIVRULER-BLACKROCK	12,136	10,606
STOCK-DIVRULER-CHUBB	12,464	10,980
STOCK-DIVRULER-COCA COLA	20,701	21,071
STOCK-DIVRULER-CRANE	11,681	9,383
STOCK-DIVRULER-DIAGEO	12,720	12,620
STOCK-DIVRULER-HOME DEPOT	19,264	19,244
STOCK-DIVRULER-INTEL	24,726	24,685
STOCK-DIVRULER-JOHNSON CTLS INTL	27,204	25,552
STOCK-DIVRULER-LOCKHEED MARTIN	16,906	14,139
STOCK-DIVRULER-MARSH & MCCLENNAN	13,945	13,478
STOCK-DIVRULER-MCDONALDS	16,906	17,402
STOCK-DIVRULER-MEDTRONIC	15,872	17,646
STOCK-DIVRULER-MICROSOFT	29,763	34,737
STOCK-DIVRULER-NEXTERA ENERGY	13,465	14,949
STOCK-DIVRULER-NOVART	12,824	13,215
STOCK-DIVRULER-ROCKWELL AUTOMATION	7,408	8,427
STOCK-DIVRULER-TEXAS INSTRUMENTS	15,928	14,175
STOCK-DIVRULER-UNION PACIFIC	11,043	11,197
STOCK-DIVRULER-UNTD TECHNOLOGIES	11,114	10,861
STOCK-DIVRULER-VF	8,654	8,275
STOCK-DIVRULER-CHEVRON CORP	21,147	18,821
STOCK-DIVRULER-SUNCOR ENERGY INC NEW	12,744	10,237
STOCK-DIVRULER-COMCAST NEW	21,254	19,579
STOCK-DIVRULER-JPMORGAN	23,300	20,793
STOCK-DIVRULER-LINDE PLC	8,990	8,582
STOCK-DIVRULER-REPUBLIC SERVICES	10,616	11,174
STOCK-DIVRULER-SUNTRUST BANKS	15,623	11,702
STOCK-QGARP-ACCENTURE PLC	11,953	13,819

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK-QGARP-ADOBE SYSTEMS	12,150	20,135
STOCK-QGARP-ALPHABET	35,527	36,574
STOCK-QGARP-AMERIPRISE FINANCIAL	14,721	11,168
STOCK-QGARP-BLACKROCK	11,182	10,999
STOCK-QGARP-COMCAST	10,411	10,726
STOCK-QGARP-DANAHER	14,772	15,984
STOCK-QGARP-ECOLAB	11,419	13,851
STOCK-QGARP-FACEBOOK	16,880	13,371
STOCK-QGARP-HOME DEPOT	10,836	13,746
STOCK-QGARP-HONEYWELL INTL	13,509	14,401
STOCK-QGARP-INTERCONTINENTALEXCHANGE	8,147	9,341
STOCK-QGARP-LOWES COMPANIES	8,531	10,252
STOCK-QGARP-MEDTRONIC	12,237	13,644
STOCK-QGARP-O REILLY AUTOMOTIVE	8,520	12,396
STOCK-QGARP-RED HAT	17,172	30,210
STOCK-QGARP-ROCKWELL AUTOMATION	6,115	7,674
STOCK-QGARP-THERMO FISHER SCIENTIFIC	10,731	15,442
STOCK-QGARP-TJX COS	8,877	10,469
STOCK-QGARP-UNTD TECHNOLOGIES	10,661	10,648
STOCK-QGARP-VISA	22,421	26,256
STOCK-QGARP-WALT DISNEY	18,935	19,518
STOCK-QGARP-AMERICAN TOWER CORP REIT	10,941	12,972
STOCK-QGARP-MONDELEZ INTL INC	14,046	13,010
STOCK-QGARP-PARKER HANNIFIN CORP	10,686	9,247
STOCK-QGARP-SCHLUMBERGER LTD NETHERL	18,095	9,706
STOCK-QGARP-GARRETT MOTION	140	123
STOCK-QGARP-MICROSOFT	37,419	36,971
STOCK-QGARP-RESIDEO TECHNOLOGIES	403	370
STOCK-QGARP-UNITEDHEALTH GROUP	22,094	24,414
STOCK-QGARP-LAUDER ESTEE COS	6,311	5,855

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UBS-VAN ECK INT'L	28,073	22,790

TY 2018 Investments - Land Schedule**Name:** JL WILLIAMS FOUNDATION INC**EIN:** 75-2671320

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
INVESTMENT PROPERTY - DENTON LOT				

TY 2018 Investments - Other Schedule**Name:** JL WILLIAMS FOUNDATION INC**EIN:** 75-2671320**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PTP-SPECIAL-BLACKSTONE GROUP LP	AT COST	72,414	74,525
PTP-SCOTTRADE-ENTERPRISE PRODUCT PAR	AT COST	8,474	12,295
PTP-SCOTTRADE-TARGA RESOURCES PARTNE	AT COST	25,687	25,650
PTP-SCOTTRADE-DYNAGAS LNG PARTNRS LP	AT COST	9,064	8,240
FRONTIER EQUITY INDUSTRIAL PARTNERS	AT COST	429,908	483,468
EXPEDITION CO-ECP-SIDE-CAR SUWANEE L	AT COST	88,963	90,766
EXPEDITION CO-INVEST PRTN I, LP	AT COST	1,651,344	1,384,993
PHOENIX CAPITAL REALTY FUND V, LP	AT COST	51,620	5,819
PHOENIX REAL ESTATE FUND VIII, LP	AT COST	91,927	92,222
PHOENIX CAPITAL INVESTMENT PARTNERS	AT COST	219,377	408,359
PHOENIX REAL ESTAE FUND VII	AT COST	269,011	295,196
PHOENIX REAL ESTATE FUND VI, LP	AT COST	114,800	156,898
OIL/GAS WELLS - TX - J.L. WILLIAMS P	AT COST	3,402	82,727

TY 2018 Other Decreases Schedule

Name: JL WILLIAMS FOUNDATION INC
EIN: 75-2671320

Description	Amount
TAXES: INCOME TAXES	3,618

TY 2018 Other Expenses Schedule**Name:** JL WILLIAMS FOUNDATION INC**EIN:** 75-2671320**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ROYALTY DEDUCTIONS	649	649		
K-1 DED - PHOENIX V	3,688	3,688		
K-1 DED - ECP SIDE-CAR SUWANE	1,237	1,237		
K-1 DED - PHOENIX VI	2,582	2,582		
K-1 DED - FE INDUSTRIAL PARTN	3,097	3,097		
K-1 DED - EXPEDITION CO-INV P	34,485	34,485		
K-1 NONDEDUCTIBLE EXPENSES	218	218		
BANK SERVICES-UBS FEES	13,965	13,965		
BANK SERVICE CHARGES	35	35		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE LIABILITY INSURANC	4,243	4,243		
INSURANCE WORKERS COMPENSATI	110	110		
OFFICE SUPPLIES	538	538		
POSTAGE AND DELIVERY	456	456		
STORAGE FEES	1,598	1,598		
K-1 DED - PHOENIX VII	5,958	5,958		
K-1 DED - PHOENIX VIII	274	274		
PRINTING AND REPRODUCTION	48	48		
SUPPLIES OFFICE	79	79		
BOOK VS TAX DIFFERENCES - TIM	729	729		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
K-1 DED - PHOENIX PRTRS II	6,423	6,423		
ROYALTY DEDUCTIONS	3	3		

TY 2018 Other Income Schedule

Name: JL WILLIAMS FOUNDATION INC

EIN: 75-2671320

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY-HIDALGO CTY, TX	7,481	7,481	
ROYALTY INCOME (J L WILLIAMS	21,370	21,370	
K-1 ROYALTIES	22	22	
MISCELLANEOUS INCOME	5,589	5,589	
K-1 RE INC - PHOENIX V	-8,981	-8,981	
K-1 RE INC - PHOENIX VI	-21,783	-21,783	
K-1 RE INC - PHOENIX PRTRS II	-41,056	-41,056	
K-1 GUARANTEED PAYMENTS	2,250	2,250	
K-1 OTHER INCOME	814	814	
K-1 ORD - ENTERPRISE PRODUCTS	-2	-2	
K-1 ORD - THE BLACKSTONE GROU	9	9	
K-1 ORD - EXPEDITION CO-INT P	-51,194	-51,194	
K-1 RE INC - THE BLACKSTONE G	-14	-14	
K-1 RE INC - PHOENIX VII	-30,446	-30,446	
K-1 RE INC - EXPEDITION CO-IN	-179,350	-179,350	
K-1 DED - THE BLACKSTONE GROU	-140	-140	
K-1 RE INC - FE INDUSTRIAL PA	-73,629	-73,629	
K-1 RE INC - PHOENIX VIII	-21	-21	
K-1 ORD - PHOENIX V	-2,997	-2,997	
K-1 ORD - PHOENIX VI	158	158	

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 UBTI - BLACKSTONE	-6		
K-1 UBTI - ENTERPRISE	-871		

TY 2018 Taxes Schedule**Name:** JL WILLIAMS FOUNDATION INC**EIN:** 75-2671320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
K-1 FOREIGN TAXES	13	13		
TAXES FRGN-W/H TAX	428	428		
TAXES PROPERTY O/G WELLS-HIDAL	271	271		
TAXES PROPERTY MIDLAND	519	519		
LICENSES AND PERMITS	103	103		
TAXES - PRODUCTION/SEVERANCE - O	624	624		