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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation WILLIAMSON I FBO CHARITIES 4947 TUW		A Employer identification number 23-6215020
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N.A. 1 W 4th St 4th Floor MAC D4000-041		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,733,519	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	45,229	44,542		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	35,115			
	b Gross sales price for all assets on line 6a	669,102			
	7 Capital gain net income (from Part IV, line 2)		35,115		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	80,344	79,657	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	23,675	23,756		5,919
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,489			1,489
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,896	446		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	30,060	18,202	0	7,408
	25 Contributions, gifts, grants paid	37,224			37,224
26 Total expenses and disbursements. Add lines 24 and 25	67,284	18,202	0	44,632	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	13,060				
b Net investment income (if negative, enter -0-)		61,455			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments			42,907	73,525	73,525
	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					
	10 a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis					
Liabilities	Less: accumulated depreciation (attach schedule)					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)			1,542,268	1,521,180	1,659,995
	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)			1,585,175	1,594,705	1,733,520
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			1,585,175	1,594,705	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see instructions)			1,585,175	1,594,705	
	31 Total liabilities and net assets/fund balances (see instructions)			1,585,175	1,594,705	

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	1,585,175
2 Enter amount from Part I, line 27a	2	13,060
3 Other increases not included in line 2 (itemize) See Attached Statement	3	2,401
4 Add lines 1, 2, and 3	4	1,600,636
5 Decreases not included in line 2 (itemize) See Attached Statement	5	5,931
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,594,705

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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	(k) Excess of col. (i) over col. (j), if any	
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	35,115
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	74,770	1,707,317	0.043794
2010	53,035	1,562,355	0.033946
2009	140,320	1,388,698	0.101044
2008	88,319	1,698,061	0.052012
2007	95,676	2,048,989	0.046694

2 Total of line 1, column (d)	2	0.277490
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055498
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,681,823
5 Multiply line 4 by line 3	5	93,338
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	615
7 Add lines 5 and 6	7	93,953
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	44,632

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	1,229
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	1,229
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,229
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,639	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,639	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,410	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,229 Refunded <input type="checkbox"/> 181	11		181

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
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	15		
16	At any time during calendar year 2012, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2012?	1c	X
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	23,675		

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

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

Total number of other employees paid over \$50,000

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	1,656,708
b	Average of monthly cash balances	1b	50,727
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,707,435
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,707,435
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	25,612
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,681,823
6	Minimum investment return. Enter 5% of line 5	6	84,091

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	84,091
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,229
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,229
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	82,862
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	82,862
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	82,862

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	44,632
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	44,632
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	44,632

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				82,862
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				14,482
d From 2010				
e From 2011				
f Total of lines 3a through e		14,482		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 44,632				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				44,632
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	14,482			14,482
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				23,748
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0

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))

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	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 Attached Statement				
Total			▶ 3a	37,224
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Form **990-PF** (2012)

WILLIAMSON I FBO CHARITIES 4947 TUW

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TEMPLE UNIVERSITY

Street

2450 W HUNTING PARK AVENUE

City

PHILADELPHIA

State

PA

Zip Code

19129

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,112

Name

MERCANTILE BENEFICIAL ASSOCIATION

Street

1500 JOHN F KENNEDY BLVD, #1400

City

PHILADELPHIA

State

PA

Zip Code

19102

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,668

Name

THOMAS SCATTERGOOD BEHAVIORAL HEALTH FDN

Street

4641 ROOSEVELT BLVD

City

PHILADELPHIA

State

PA

Zip Code

19124

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,336

Name

MOORE COLLEGE OF ART

Street

C/O BUS OFF, 20TH ST & THE PKWY

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,668

Name

PENNSYLVANIA PRISON SOCIETY

Street

245 N BROAD STREET, STE 300

City

PHILADELPHIA

State

PA

Zip Code

19107-1518

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,668

Name

CHILDREN'S AID SOCIETY OF PA

Street

415 SOUTH 15TH STREET

City

PHILADELPHIA

State

PA

Zip Code

19146

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,112

WILLIAMSON I FBO CHARITIES 4947 TUW

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

EPISCOPAL COMMUNITY SERVICES

Street

225 SOUTH THIRD STREET

City

PHILADELPHIA

State

PA

Zip Code

19106-3910

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,112

Name

THE HISTORICAL SOCIETY OF PA

Street

1300 LOCUST ST

City

PHILADELPHIA

State

PA

Zip Code

19107

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,112

Name

SEAMENS CHURCH INSTITUTE

Street

475 NORTH 5TH STREET

City

PHILADELPHIA

State

PA

Zip Code

19123-4005

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,112

Name

SOUTHERN HOME SERVICES

Street

601 NEW BRITAIN ROAD

City

DOYLESTOWN

State

PA

Zip Code

18901

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,336

Name

UNIVERSITY OF PA

Street

3451 WALNUT ST

City

PHILADELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,112

Name

FUEL SVGS SOC OF CITY & C/O FRIENDS FIDUCIARY CORP

Street

1650 ARCH STREET - SUITE 1904

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,780

WILLIAMSON I FBO CHARITIES 4947 TUW

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNION BENEVOLENT ASSOCIATION

Street

2024 BAINBRIDGE STREET

City

PHILADELPHIA

State

PA

Zip Code

19146

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,036

Name

YOUTH SERVICE INC

Street

410 N 34TH ST

City

PHILADELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,112

Name

PA ASYLUM FOR INDIGENT WIDOWS

Street

1401 EAST SUSQUEHANNA AVE

City

PHILADELPHIA

State

PA

Zip Code

19125

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,776

Name

UNITED COMMUNITIED SE, PA

Street

2028 SOUTH EIGHT ST

City

PHILADELPHIA

State

PA

Zip Code

19148

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,776

Name

EDITH RUDOLPHY RES FOR THE BLIND

Street

PO BOX 54625

City

PHILADELPHIA

State

PA

Zip Code

19148

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,776

Name

CHILDREN'S HOSP FDN (PHILA CHILD GUIDANCE CL)

Street

34TH ST & CIVIC CTR BLVD

City

PHILADELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,776

WILLIAMSON I FBO CHARITIES 4947 TUW

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SPRING GARDEN SOUP SOCIETY

Street

51 ANNWOOD LANE

City

WAYNE

State

PA

Zip Code

19087

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

920

Name

RICHMOND SOUP SOCIETY

Street

3068 FRANKFORD AVE

City

PHILADELPHIA

State

PA

Zip Code

19134

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

924

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Long Term CG Distributions	Short Term CG Distributions	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost, Other Basis and Expenses		Net Gain or Loss
										Capital Gains/Losses		Basis and Expenses		
										Gross Sales	Other sales	Gross Sales	Other sales	
				6,087						669,102	0	633,987	0	35,115
				0										0
1	X		TCW SMALL CAP GROWTH FL	87234N849			11/22/2011		12/14/2012	10,944				359
2	X		TCW SMALL CAP GROWTH FL	87234N849			9/29/2011		12/14/2012	11,273				573
3	X		TCW SMALL CAP GROWTH FL	87234N849			11/22/2011		11/19/2012	3,275				30
4	X		TCW SMALL CAP GROWTH FL	87234N849			8/10/2012		11/19/2012	1,172				-72
5	X		TCW SMALL CAP GROWTH FL	87234N849			5/10/2012		11/19/2012	3,440				-236
6	X		TCW SMALL CAP GROWTH FL	87234N849			10/17/2011		11/19/2012	11,717				-261
7	X		TCW SMALL CAP GROWTH FL	87234N849			10/17/2011		2/10/2012	1,030				115
8	X		TCW SMALL CAP GROWTH FL	87234N849			9/25/2011		2/10/2012	1,825				199
9	X		SPDR DJ WILSHIRE INTERNA	78463X863			10/13/2011		8/8/2012	4,729				563
10	X		SPDR DJ WILSHIRE INTERNA	78463X863			10/13/2011		2/10/2012	3,772				118
11	X		T ROWE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	23,974				50
12	X		T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	61,483				126
13	X		T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	19,068				40
14	X		T ROWE PRICE SHORT TERM	77957P105			7/13/2011		5/8/2012	21,881				-90
15	X		RIDGEWORTH SEIX HY BDJ #	76628T645			10/17/2011		11/19/2012	7,698				520
16	X		RIDGEWORTH SEIX HY BDJ #	76628T645			10/17/2011		8/8/2012	308				19
17	X		RIDGEWORTH SEIX HY BDJ #	76628T645			2/14/2012		8/8/2012	2,320				40
18	X		PIMCO FOREIGN BD FD USD	693390882			2/14/2012		8/8/2012	40				1
19	X		PIMCO FOREIGN BD FD USD	693390882			11/22/2011		8/8/2012	497				17
20	X		PIMCO FOREIGN BD FD USD	693390882			9/18/2008		8/8/2012	17,806				806
21	X		PIMCO TOTAL RET FD-INST #	693390700			7/13/2011		2/10/2012	32,424				1,984
22	X		PIMCO TOTAL RET FD-INST #	693390700			6/21/2011		2/10/2012	1,912				28
23	X		PIMCO TOTAL RET FD-INST #	693390700			7/13/2011		2/10/2012	20,236				109
24	X		OPPENHEIMER DEVELOPING	683974505			10/17/2011		2/10/2012	2,616				142
25	X		MERGER FD SH BEN INT #260	589509108			11/22/2011		8/8/2012	8,930				-17
26	X		MAINSTAY EP US EQUITY-INS	56063J302			8/8/2012		8/8/2012	8,596				840
27	X		MAINSTAY EP US EQUITY-INS	56063J302			9/29/2011		8/8/2012	14,287				1,687
28	X		MAINSTAY EP US EQUITY-INS	56063J302			11/22/2011		5/8/2012	1,947				131
29	X		MAINSTAY EP US EQUITY-INS	56063J302			1/22/2011		2/10/2012	8,174				521
30	X		MAINSTAY EP US EQUITY-INS	56063J302			10/17/2011		2/10/2012	18,100				1,126
31	X		MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		8/8/2012	3,228				92
32	X		LAUDUS MONDRIAN INTL FHL	518550655			10/17/2011		8/8/2012	3,440				-130
33	X		LAUDUS MONDRIAN INTL FHL	518550655			9/29/2011		8/8/2012	13,178				-522
34	X		KEELEY SMALL CAP VAL FD C	487300808			5/10/2012		8/8/2012	1,912				44
35	X		KEELEY SMALL CAP VAL FD C	487300808			11/22/2011		2/10/2012	2,783				375
36	X		SHARES S & P 500 INDEX FU	464287200			10/13/2011		5/8/2012	3,265				375
37	X		SHARES S & P 500 INDEX FU	464287200			11/18/2011		5/8/2012	20,543				2,004
38	X		SHARES S & P 500 INDEX FU	464287200			11/18/2011		2/10/2012	1,884				165
39	X		HUSSMAN STRATEGIC GROW	448108100			11/18/2011		8/8/2012	15,111				-2,362
40	X		HUSSMAN STRATEGIC GROW	448108100			9/7/2011		8/8/2012	2,415				-430
41	X		HUSSMAN STRATEGIC GROW	448108100			9/29/2011		8/8/2012	12,191				-2,081
42	X		HARBOR CAPITAL APRCTION	41511504			10/17/2011		12/14/2012	1,454				169
43	X		HARBOR CAPITAL APRCTION	41511504			11/19/2012		12/14/2012	3,333				59
44	X		HARBOR CAPITAL APRCTION	41511504			8/10/2012		12/14/2012	584				6
45	X		HARBOR CAPITAL APRCTION	41511504			10/17/2011		2/10/2012	4,596				442
46	X		GOLDMAN SACHS GRTH OPP	38142Y401			11/22/2011		4/10/2012	14,093				1,400
47	X		GOLDMAN SACHS GRTH OPP	38142Y401			10/17/2011		4/10/2012	16,310				1,792
48	X		GOLDMAN SACHS GRTH OPP	38142Y401			9/29/2011		4/10/2012	12,550				1,850
49	X		GOLDMAN SACHS GRTH OPP	38142Y401			11/22/2011		2/10/2012	2,380				217
50	X		JP MORGAN MID CAP VALUE	339128100			11/22/2011		8/8/2012	2,392				378
51	X		JP MORGAN MID CAP VALUE	339128100			5/8/2012		5/8/2012	4,171				741
52	X		DODGE & COX INCOME FD C	256210105			9/18/2008		11/19/2012	24,550				3,402
53	X		DODGE & COX INCOME FD C	256210105			8/10/2012		11/19/2012	33,759				339
54	X		DODGE & COX INCOME FD C	256210105			5/10/2012		11/19/2012	20,270				349
55	X		DODGE & COX INTL STOCK F	256206103			5/10/2012		8/8/2012	6,554				160
56	X		DODGE & COX INTL STOCK F	256206103			10/17/2011		2/10/2012	2,901				111
57	X		DODGE & COX INCOME FD C	256210105			9/18/2008		2/10/2012	54,059				6,395
58	X		DODGE & COX INTL STOCK F	256206103			10/17/2011		12/14/2012	5,612				645
59	X		DODGE & COX INTL STOCK F	256206103			10/17/2011		11/19/2012	1,993				135
60	X		DODGE & COX INTL STOCK F	256206103			10/17/2011		8/8/2012	5,467				141
61	X		CREDIT SUISSE COMM RT ST	22544R305			10/17/2011		8/8/2012	2,980				-93
62	X		ARTISAN INTERNATIONAL FU	04314H204			10/17/2011		12/14/2012	4,647				1,072
63	X		ARTISAN INTERNATIONAL FU	04314H204			10/17/2011		8/8/2012	12,280				1,544
64	X		ARTISAN INTERNATIONAL FU	04314H204			10/17/2011		2/10/2012	1,563				121
65	X		ARTISAN INTERNATIONAL FU	04314H204			9/25/2011		2/10/2012	2,779				150
66	X		VANGUARD REIT VIPER	922908553			7/13/2011		8/8/2012	3,490				229
67	X		VANGUARD REIT VIPER	922908553			7/13/2011		2/10/2012	6,078				-6
68	X		VANGUARD REIT VIPER	922908553			11/18/2011		2/10/2012	3,452				281

Part I, Line 16b (990-PF) - Accounting Fees

		1,489	0	0	1,489
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,489			1,489

Part I, Line 18 (990-PF) - Taxes

		4,896	446	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	446	446		
2	PY EXCISE TAX DUE	3,600			
3	ESTIMATED EXCISE PAYMENTS	850			

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	PIMCO FOREIGN BD FD USD H-INST 103			34,541	37,497
3	T ROWE PRICE SHORT TERM BD FD 55			13,647	13,675
4	ARTISAN MID CAP FUND-INSTL 1333			48,191	47,448
5	ISHARES RUSSELL 2000 GROWTH			21,920	23,256
6	ISHARES S & P 500 INDEX FUND			54,136	61,121
7	LAUDUS MONDRIAN INTL FI-INST 2940			39,321	37,341
8	DODGE & COX INTL STOCK FD 1048			65,935	77,543
9	MFS VALUE FUND-CLASS I 893			69,303	79,878
10	DREYFUS EMG MKT DEBT LOC C-I 6083			79,995	87,483
11	DRIEHAUS ACTIVE INCOME FUND			25,666	26,307
12	JP MORGAN MID CAP VALUE-I 758			31,856	40,222
13	HUSMAN STRATEGIC GROWTH FUND 60			38,586	32,880
14	VANGUARD REIT VIPER			59,153	63,431
15	VANGUARD EMERGING MARKETS ETF			49,674	55,752
16	OPPENHEIMER DEVELOPING MKT-Y 788			47,927	55,751
17	SPDR DJ WILSHIRE INTERNATIONAL REA			51,579	63,720
18	DIAMOND HILL LONG-SHORT FD CL I 11			39,607	44,286
19	RIDGEWORTH SEIX HY BD-I 5855			79,540	87,625
20	GATEWAY FUND - Y 1986			42,771	42,303
21	CREDIT SUISSE COMM RT ST-CO 2156			87,513	83,591
22	KEELEY SMALL CAP VAL FD CL I 2251			36,684	48,223
23	ARTISAN INTERNATIONAL FUND 661			61,037	77,279
24	DODGE & COX INCOME FD COM 147			73,620	85,031
25	HARBOR CAPITAL APRCTION-INST 2012			87,554	102,717
26	MERGER FD SH BEN INT 260			25,436	25,608
27	PIMCO TOTAL RET FD-INST 35			255,988	260,027

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	1,641
2	COST BASIS ADJUSTMENT	2	760
3	Total	3	2,401

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	5,710
2	PY RETURN OF CAPITAL ADJUSTMENT	2	221
3	Total	3	5,931

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount	0										663,015		0		633,987		29,028		0		29,028		0		Gain Minus Excess of FMV Over Adjusted Basis or Losses	
Description of Property Sold					CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	29,028		0		633,987		29,028		0		Gain Minus Excess of FMV Over Adjusted Basis or Losses			
1	TCW SMALL CAP GROWTH FUND-I #472734N849				9/29/2011	12/14/2012	10,944					10,585			359							359						359		
2	TCW SMALL CAP GROWTH FUND-I #472734N849				9/29/2011	12/14/2012	10,944					10,585			359							359						359		
3	TCW SMALL CAP GROWTH FUND-I #472734N849				8/10/2012	11/19/2012	3,275					3,245			30							30						30		
4	TCW SMALL CAP GROWTH FUND-I #472734N849				5/10/2012	11/19/2012	1,172					1,244			-72							-72						-72		
5	TCW SMALL CAP GROWTH FUND-I #472734N849				10/17/2011	11/19/2012	3,440					3,676			-236							-236						-236		
6	TCW SMALL CAP GROWTH FUND-I #472734N849				9/25/2011	2/10/2012	1,030					915			117							117						117		
7	TCW SMALL CAP GROWTH FUND-I #472734N849				9/25/2011	2/10/2012	1,825					1,626			199							199						199		
8	SPDR DJ WILSHIRE INTERNATIONAL R/78463X863				10/13/2011	8/8/2012	4,729					4,166			563							563						563		
9	SPDR DJ WILSHIRE INTERNATIONAL R/78463X863				10/13/2011	8/8/2012	4,729					4,166			563							563						563		
10	T ROWE PRICE SHORT TERM BD FD #57957P105				2/14/2012	11/19/2012	23,974					23,924			50							50						50		
11	T ROWE PRICE SHORT TERM BD FD #57957P105				2/14/2012	11/19/2012	23,974					23,924			50							50						50		
12	T ROWE PRICE SHORT TERM BD FD #57957P105				2/14/2012	11/19/2012	23,974					23,924			50							50						50		
13	T ROWE PRICE SHORT TERM BD FD #57957P105				2/14/2012	11/19/2012	23,974					23,924			50							50						50		
14	T ROWE PRICE SHORT TERM BD FD #57957P105				2/14/2012	11/19/2012	23,974					23,924			50							50						50		
15	RIDGEWORTH SEIX HY BD-I #5955				10/17/2011	8/8/2012	7,698					7,171			527							527						527		
16	RIDGEWORTH SEIX HY BD-I #5955				10/17/2011	8/8/2012	7,698					7,171			527							527						527		
17	RIDGEWORTH SEIX HY BD-I #5955				10/17/2011	8/8/2012	7,698					7,171			527							527						527		
18	PIMCO FOREIGN BD FD USD H-INST #1				2/14/2012	8/8/2012	2,320					2,280			40							40						40		
19	PIMCO FOREIGN BD FD USD H-INST #1				2/14/2012	8/8/2012	2,320					2,280			40							40						40		
20	PIMCO FOREIGN BD FD USD H-INST #1				2/14/2012	8/8/2012	2,320					2,280			40							40						40		
21	PIMCO TOTAL RET FD-INST #35				7/13/2011	8/8/2012	497					480			17							17						17		
22	PIMCO TOTAL RET FD-INST #35				7/13/2011	8/8/2012	497					480			17							17						17		
23	PIMCO TOTAL RET FD-INST #35				7/13/2011	8/8/2012	497					480			17							17						17		
24	PIMCO TOTAL RET FD-INST #35				7/13/2011	8/8/2012	497					480			17							17						17		
25	OPPENHEIMER DEVELOPING MKT-I #7				10/17/2011	2/10/2012	2,616					2,474			142							142						142		
26	MERGER SH BEN INT #290				11/22/2011	8/8/2012	8,930					8,947			-17							-17						-17		
27	MANERST EP US EQUITY-INST #1204				11/22/2011	8/8/2012	9,436					8,596			840							840						840		
28	MANERST EP US EQUITY-INST #1204				11/22/2011	8/8/2012	9,436					8,596			840							840						840		
29	MANERST EP US EQUITY-INST #1204				11/22/2011	8/8/2012	9,436					8,596			840							840						840		
30	MANERST EP US EQUITY-INST #1204				11/22/2011	8/8/2012	9,436					8,596			840							840						840		
31	MFS VALUE FUND-CLASS I #893				11/22/2011	8/8/2012	1,847					1,816			131							131						131		
32	LAUDUS MONDRIAN INTL FLINST #294518550655				11/22/2011	8/8/2012	8,174					7,653			521							521						521		
33	LAUDUS MONDRIAN INTL FLINST #294518550655				11/22/2011	8/8/2012	8,174					7,653			521							521						521		
34	KEELEY SMALL CAP VAL FD CL I #2251				5/10/2012	8/8/2012	3,228					3,136			92							92						92		
35	KEELEY SMALL CAP VAL FD CL I #2251				5/10/2012	8/8/2012	3,228					3,136			92							92						92		
36	SHARES S & P 500 INDEX FUND				10/17/2011	5/8/2012	2,783					2,408			375							375						375		
37	SHARES S & P 500 INDEX FUND				10/17/2011	5/8/2012	2,783					2,408			375							375						375		
38	SHARES S & P 500 INDEX FUND				10/17/2011	5/8/2012	2,783					2,408			375							375						375		
39	RUSSMAN STRATEGIC GROWTH FUND				11/22/2011	2/10/2012	1,884					1,719			165							165						165		
40	RUSSMAN STRATEGIC GROWTH FUND				11/22/2011	2/10/2012	1,884					1,719			165							165						165		
41	RUSSMAN STRATEGIC GROWTH FUND				11/22/2011	2/10/2012	1,884					1,719			165							165						165		
42	HARBOR CAPITAL APRICTION-INST #20				10/17/2011	12/14/2012	3,333					3,214			119							119						119		
43	HARBOR CAPITAL APRICTION-INST #20				10/17/2011	12/14/2012	3,333					3,214			119							119						119		
44	HARBOR CAPITAL APRICTION-INST #20				10/17/2011	12/14/2012	3,333					3,214			119							119						119		
45	GOLDMAN SACHS GRTH OPP FDI-I #1338 427401				10/17/2011	4/10/2012	4,596					4,154			442							442						442		
46	GOLDMAN SACHS GRTH OPP FDI-I #1338 427401				10/17/2011	4/10/2012	4,596					4,154			442							442						442		
47	GOLDMAN SACHS GRTH OPP FDI-I #1338 427401				10/17/2011	4/10/2012	4,596					4,154			442							442						442		
48	GOLDMAN SACHS GRTH OPP FDI-I #1338 427401				10/17/2011	4/10/2012	4,596					4,154			442							442						442		
49	GOLDMAN SACHS GRTH OPP FDI-I #1338 427401				10/17/2011	4/10/2012	4,596					4,154			442							442						442		
50	JP MORGAN MID CAP VALUE-I #758				11/22/2011	8/8/2012	2,352					2,163			189							189						189		
51	JP MORGAN MID CAP VALUE-I #758				11/22/2011	8/8/2012	2,352					2,163			189							189						189		
52	DODGE & COX INCOME FD COM #147				9/18/2008	11/19/2012	24,550					21,148			3,402							3,402						3,402		
53	DODGE & COX INCOME FD COM #147				9/18/2008	11/19/2012	24,550					21,148			3,402							3,402						3,402		

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A	X	101N Independence Mall E MACY137	Philadelphia	PA	19106-2112		TRUSTEE	4 00	23,675	0	0
2												
										23,675	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		1,789
2 First quarter estimated tax payment	10/2/2012	191
3 Second quarter estimated tax payment	1/4/2013	659
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		2,639

Statement A

ISAIAH WILLIAMSON TRUST

EIN: 23-6215020

Tax Year End: 12/31/2012

Form 990-PF, Part VII-B, Line 5c

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's knowledge, Grantee has diverted a portion of funds from the Purpose of the grant	Dates of reports received from the Grantee	Dates and results of any verification of the Grantee's reports
Spring Garden Soup Society	\$ 920.00	12/13/2012	To expend for the charitable uses and purposes for which the institution was established	Funds will be expended prior to the end of grantee's fiscal year end of 10/31	No	5/6/2013	5/6/2013
Union Benevolent Association	\$ 2,036.00	12/13/2012	To expend for the charitable uses and purposes for which the institution was established	Funds will be expended in Grantee's May 2013 grant cycle	No	4/29/2013	4/29/2013
Mercantile Beneficial Association	\$ 1,668.00	12/31/2012	To expend for the charitable uses and purposes for which the institution was established	\$ 1,668.00	No	4/18/2013	4/18/2013

Form

8868

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	WILLIAMSON I FBO CHARITIES 4947 TUW	23-6215020
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	Wells Fargo Bank N.A. 1 W 4th St 4th Floor MAC D4000-041	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Winston Salem	NC 19106-2112

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► WELLS FARGO BANK N A

Telephone No ► (888) 730-4933

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013 to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2012 or

► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	1,229
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,639
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

HTA