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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

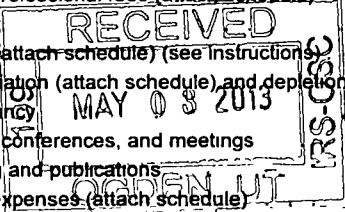
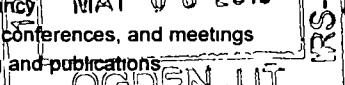
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation BILLINGSLEY FOUNDATION,CHARLE & RUTH		A Employer identification number 33-6047988		
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Indepndence Mall E MACY1372-062		Room/suite _____		
City or town, state, and ZIP code Philadelphia PA 19106-2112				
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				
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 4,076,667 (Part I, column (d) must be on cash basis)		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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	113,843	112,183	
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain or (loss) from sale of assets not on line 10	117,509		
	b Gross sales price for all assets on line 6a	1,122,008		
	7 Capital gain net income (from Part IV, line 2)		117,509	
	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)	2,090	2,090		
12 Total. Add lines 1 through 11	233,442	231,782	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	54,387	40,790	13,597
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	1,327		1,327
	c Other professional fees (attach schedule)			
	17 Interest 			
	18 Taxes (attach schedule) (see instructions)	1,935	975	
	19 Depreciation (attach schedule), and depletion			
	20 Occupancy 			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) 	1,342	1,332	10
	24 Total operating and administrative expenses.			
Add lines 13 through 23	58,991	43,097	0	
25 Contributions, gifts, grants paid	173,996		173,996	
26 Total expenses and disbursements. Add lines 24 and 25	232,987	43,097	0	
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	455			
b Net investment income (if negative, enter -0)		188,685		
c Adjusted net income (if negative, enter -0)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	628	2,478	2,478
	2 Savings and temporary cash investments	125,315	44,750	44,750
	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)			
Liabilities	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	3,333,638	3,405,632	4,029,440
	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)	3,459,581	3,452,860	4,076,668
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
Part III Analysis of Changes in Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,459,581	3,452,860	
	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)	3,459,581	3,452,860	
	31 Total liabilities and net assets/fund balances (see instructions)	3,459,581	3,452,860	

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	3,459,581
2 Enter amount from Part I, line 27a	2	455
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	3,612
4 Add lines 1, 2, and 3	4	3,463,648
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	10,788
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,452,860

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) FMV 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	117,509
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	199,893	4,019,728	0 049728
2010	188,198	3,782,772	0.049751
2009	174,736	3,474,977	0 050284
2008	323,890	4,461,703	0 072593
2007	97,253	4,891,066	0 019884

- 2 Total of line 1, column (d) 2 0.242240
- 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 0.048448
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 4,012,667
- 5 Multiply line 4 by line 3 5 194,406
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,887
- 7 Add lines 5 and 6 7 196,293
- 8 Enter qualifying distributions from Part XII, line 4 8 188,930

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**1 a** Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**5 Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-**6 Credits/Payments****a** 2012 estimated tax payments and 2011 overpayment credited to 2012**6a** 1,918**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** 1,918**8 Enter any penalty for underpayment of estimated tax** Check here if Form 2220 is attached**8****9 Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed**9** 1,856**10 Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**10** 0**11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►**

Refunded ►

11 0**Part VII-A Statements Regarding Activities****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?**1a** Yes X**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?**1b** Yes X*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities***c** Did the foundation file Form 1120-POL for this year?**1c** Yes X**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?**2** Yes X*If "Yes," attach a detailed description of the activities***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? *If "Yes," attach a conformed copy of the changes***3** Yes X**4 a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**4a** Yes X**b** If "Yes," has it filed a tax return on Form 990-T for this year?**4b** N/A**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?**5** Yes X*If "Yes," attach the statement required by General Instruction T***6** Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either**6** Yes X

- 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV***7** Yes X**8 a** Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA, CA

8b Yes X**b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation***9** Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3)**9** Yes X*or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV***10** Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses***10** Yes 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. Located at ► 101N Indepndence Mall E MACY1372-062 Philadelphia PA	Telephone no ► 888-730-4933	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	N/A
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 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.

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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
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 ►	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))	2b	N/A
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?	2c	Yes X
	If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____	3a	N/A
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)	3b	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_____	4a	X
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	4b	X
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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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
 Yes No
 Yes No
 Yes No
 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)?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*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
 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

Yes No
 Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No
 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 Phila	Trustee	4.00	54,387	
Wells Fargo Bank N.A. Trust Tax Dept 101N Independence Mall E MACY1372-062 Phila			54,387	

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

►

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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	3,981,892
b	Average of monthly cash balances	1b	91,882
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,073,774
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	4,073,774
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	61,107
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,012,667
6	Minimum investment return. Enter 5% of line 5	6	200,633

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	200,633
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,774
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,774
3	Distributable amount before adjustments Subtract line 2c from line 1	3	196,859
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	196,859
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	196,859

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	188,930
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	188,930
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	188,930

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				196,859
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only				
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				
d From 2010				
e From 2011	1,134			
f Total of lines 3a through e	1,134			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 188,930				
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				188,930
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))	1,134			1,134
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				6,795
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	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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	Tax year	Prior 3 years		
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
				0
				0
				0
				0
				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				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	173,996
b <i>Approved for future payment</i> NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	113,843	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	117,509	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	2,090	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e) .	0			233,442	0
13 Total. Add line 12, columns (b), (d), and (e)	13			233,442	

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

**Sign
Here**

John N. Salante SVP Wells Fargo Bank N.A.

4/4/2013

► SVP Wells Fargo Bank N A

Signature of officer or trustee

Det

56

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J. CASTRIANO		4/4/2013		P01251603
	Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no	412-355-6000	

BILLINGSLEY FOUNDATION,CHARLE & RUTH

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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

SEE ATTACHED SCHEDULE

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(c)(3) PUBLIC CHARITY		

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

173,996

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		

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

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1		2,090	2,090	0

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,327			1,327

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

		1,935	975	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	975	975		
2	ESTIMATED EXCISE PAYMENTS	960			

Part I, Line 23 (990-PF) - Other Expenses

		1,342	1,332	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	32	32		
2	PARTNERSHIP EXPENSES	1,300	1,300		
3	STATE AG FEES	10			10

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	26,584	33,466
2	AFLAC INC		0	33,840	52,400
3	ABBOTT LABORATORIES		0	16,546	26,030
4	AFFILIATED MANAGERS GROUP INC		0	34,156	31,400
5	APACHE CORPORATION COM		0	43,641	53,217
6	APPLE COMPUTER INC COM		0	17,868	18,827
7	CAPITAL ONE FINANCIAL CORP		0	18,558	47,492
8	CATERPILLAR INC		0	13,491	14,113
9	COLGATE PALMOLIVE CO		0	32,242	36,845
10	WALT DISNEY CO		0	26,708	43,212
11	ECOLAB INC		0	23,462	34,424
12	EMERSON ELECTRIC CO		0	1,839	10,495
13	GENERAL ELECTRIC CO		0	17,864	45,150
14	HOME DEPOT INC		0	24,404	23,713
15	INTEL CORP		0	27,046	63,212
16	INTERNATIONAL BUSINESS MACHS COR		0	50,688	61,688
17	JOHNSON & JOHNSON		0	37,179	48,077
18	MICROSOFT CORP		0	32,096	35,319
19	ORACLE CORPORATION		0	80,000	77,003
20	PIMCO FOREIGN BD FDI USD H-INST 103		0	8,720	10,945
21	PRAXAIR INC COM		0	16,225	18,670
22	PROCTER & GAMBLE CO		0	9,315	14,537
23	QUALCOMM INC		0	26,341	22,404
24	TEVA PHARMACEUTICAL INDUSTRIES - A		0	32,677	34,573
25	UNION PACIFIC CORP		0	29,957	30,769
26	FED NATL MTG ASSN 2.875% 12/11/13		0	33,717	76,164
27	EXXON MOBIL CORPORATION		0	30,560	50,776
28	HONEYWELL INTERNATIONAL INC		0	36,078	41,419
29	TARGET CORP		0	26,338	36,260
30	DOMINION RES INC VA		0	10,477	18,034
31	EDWARDS LIFESCIENCES CORP		0	18,024	16,272
32	UNITEDHEALTH GROUP INC		0	124,599	121,783
33	TAXABLE INTERMEDIATE TERM BD FD		0	130,741	137,134
34	TAXABLE TOTAL RETURN BOND FUND		0	32,117	42,032
35	VANGUARD DEVELOPED MKTS INDEX 22		0	50,000	50,708
36	FID ADV EMER MKTS INC- CL1 607		0	10,944	18,930
37	MONSANTO CO NEW		0	13,017	24,310
38	BHP BILLITON LIMITED		0	57,126	59,022
39	ISHARES RUSSELL 2000		0	44,004	50,564
40	JPMORGAN CHASE & CO		0	35,664	38,328
41	US BANCORP DEL NEW		0	53,536	61,187
42	ANHEUSER-BUSCH INBEV SPN ADR		0	49,016	46,152
43	JP MORGAN ALERIAN MLP INDEX		0	71,453	69,590
44	LAUDUS MONDRIAN INTL FI-INST 2940		0	75,000	74,924
45	EATON VANCE GLOBAL MACRO - I		0	37,696	75,698
46	CHEVRON CORP		0		

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
47	ISHARES TR RUSSELL MIDCAP GROWTH		0	70,229	87,920
48	3M CO		0	42,219	56,638
49	BERSHIRE HATHAWAY INC		0	19,919	26,910
50	SPDR S&P MIDCAP 400 ETF TRUST		0	53,794	95,641
51	PIMCO EMERGING LOCAL BOND IS 332		0	74,274	77,777
52	COMCAST CORP CLASS A		0	37,478	44,832
53	EATON VANCE FLOATING RATE FD-I 924		0	100,000	100,441
54	NEXTERA ENERGY INC		0	21,108	44,974
55	ISHARES TR MSCI EMERGING MARKETS		0	164,330	173,808
56	US BANCORP 1 125% 10/30/13		0	49,926	50,324
57	VANGUARD REIT VIPER		0	108,391	152,656
58	ISHARES MSCI EAFFE GROWTH		0	49,988	52,895
59	ISHARES MSCI EAFFE VALUE		0	39,994	37,210
60	JPMORGAN HIGH YIELD FUND SS 3580		0	125,000	129,383
61	AT & T INC		0	39,165	50,565
62	POWERSHARES DB COMMODITY INDEX		0	138,372	152,068
63	KRAFT FOODS GROUP INC		0	3,047	5,229
64	MONDELEZ INTERNATIONAL INC		0	5,652	8,807
65	EATON CORP PLC		0	25,693	26,819
66	SPDR DJ WILSHIRE INTERNATIONAL REA		0	85,180	97,669
67	DIAMOND HILL LONG-SHORT FD CLI 11		0	115,000	120,465
68	FED HOME LN BK 3.375% 2/27/13		0	50,154	50,248
69	VISA INC-CLASS A SHRS		0	18,633	49,264
70	GATEWAY FUND - Y 1986		0	180,000	173,412
71	FED HOME LN BK 4.000% 9/06/13		0	39,857	41,037
72	CONOCOPHILLIPS		0	9,614	10,728
73	HUSSMAN STRATEGIC GROWTH FUND 61		0	115,000	96,452
74	U S SVGS BDS SER HH 1 500% 2/01/1		2,061	18,000	

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

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

1	Cost Basis Adjustment	1	369
2	Mutual Fund & CTF Income Additions	2	3,127
3	Undistributed CTF Capital Gain	3	32
4	Proceeds from Security Litigation Adjustment	4	84
5	Total	5	3,612

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

1	Mutual Fund & CTF Income Subtraction	1	8,444
2	Partnership Income Adjustment	2	934
3	PY Return of Capital Adjustment	3	1,410
4	Total	4	10,788

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

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

		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 Trust Tax	101N Independence Mall E MACY1372 Philadelphia		PA	19106-2112		TRUSTEE	4.00	54,387		0
2		Wells Fargo Bank N A Trust Tax	101N Independence Mall E MACY1372 Philadelphia	40		19106-2112				54,387		

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

	Date	Amount
1 Credit from prior year return	1	958
2 First quarter estimated tax payment	2	960
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	1,918