



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 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 Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		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 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		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) \$ 4,076,667		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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	14,934
	25 Contributions, gifts, grants paid	173,996			173,996
26 Total expenses and disbursements. Add lines 24 and 25	232,987	43,097	0	188,930	
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)

Form 990-PF (2012) **BILLINGSLEY FOUNDATION, CHARLE & RUTH**

33-6047988

Page **2**

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	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)			
	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	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <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	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

Form 990-PF (2012)

BILLINGSLEY FOUNDATION, CHARLE & RUTH

33-6047988

Page 3

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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 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	188,930

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)				
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		1	3,774	
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	3,774	
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	3,774	
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 <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	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	11	0		
Refunded				

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"/> CA, CA		
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? <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 MACY 1372-062 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 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	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 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

0

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				
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				
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 ▶ \$ <u>188,930</u>				
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:				
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				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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	173,996
b Approved for future payment NONE				
Total			▶ 3b	0

BILLINGSLEY FOUNDATION,CHARLE & RUTH

33-6047988 Page 1 of 1

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

NONE

Foundation Status

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	Amount									1,122,008	1,004,499	117,509
	Short Term CG Distributions	1,365									0	0	0
1	X 3M CO	88579Y101			11/1950		5/2/2012	8,043	6,229				1,814
2	X TARGET CORP	87612E106			5/4/2004		5/2/2012	2,871	2,194				677
3	X SCHLUMBERGER LTD	806857108			2/29/2008		7/24/2012	28,586	36,792				-8,206
4	X QUALCOMM INC	747525103			2/18/2010		9/6/2012	6,235	3,964				2,271
5	X QUALCOMM INC	747525103			2/18/2010		6/19/2012	26,421	18,433				7,988
6	X PUBLIC SVC ENTERPRISE GR	744573106			12/8/2009		9/6/2012	14,893	15,006				-113
7	X PUBLIC SVC ENTERPRISE GR	744573106			1/31/2006		9/6/2012	8,925	7,561				-1,364
8	X PUBLIC SVC ENTERPRISE GR	744573106			1/31/2006		6/19/2012	26,166	27,965				-1,799
9	X PROCTER & GAMBLE CO	742718109			1/31/2006		9/6/2012	28,959	25,075				3,884
10	X PRINCIPAL INV MFC GRWTH II	742530721			12/21/2009		5/2/2012	6	5				1
11	X PRINCIPAL INV MFC GRWTH II	742530721			7/25/2008		5/2/2012	40,796	45,000				-4,204
12	X PRAXAIR INC COM	74005P104			4/8/2008		9/6/2012	21,278	17,440				3,839
13	X PIMCO EMERGING LOCAL BO	72201F516			9/28/2011		9/12/2012	776	726				50
14	X PIMCO EMERGING LOCAL BO	72201F516			9/24/2010		9/12/2012	49,224	50,000				-776
15	X PHILLIPS 66	718546104			8/10/2006		5/24/2012	7,722	7,789				-67
16	X PHILLIPS 66	718546104			1/31/2006		5/24/2012	5,560	5,364				196
17	X EATON CORP PLC	G29183103			11/30/2012		12/17/2012	45	45				0
18	X COOPER INDUSTRIES PLC NE	G24140108			4/8/2008		11/30/2012	17,661	14,627				3,034
19	X COOPER INDUSTRIES PLC NE	G24140108			4/8/2008		5/2/2012	10,077	6,736				3,341
20	X WAL MART STORES INC	931142103			3/28/2009		5/2/2012	21,419	19,117				2,302
21	X VISA INC-CLASS A SHRS	92826C839			5/19/2010		9/6/2012	9,700	5,554				4,146
22	X UNIVERSAL HEALTH SVCS IN	913903100			2/21/2012		9/6/2012	20,891	21,086				-195
23	X PEPSICO INC	713448108			1/31/2006		9/6/2012	32,093	25,525				6,568
24	X PEPSICO INC	713448108			1/9/2002		9/6/2012	3,606	2,397				1,209
25	X PEPSICO INC	713448108			1/31/2006		6/19/2012	17,661	14,627				3,034
26	X PEPSICO INC	713448108			1/9/2002		5/2/2012	3,343	2,397				946
27	X NEXTERA ENERGY INC	65339F101			1/1/1950		5/2/2012	9,570	4,617				4,953
28	X JPMORGAN CHASE & CO	46725H100			4/18/2005		5/2/2012	15,099	12,201				2,898
29	X INTERNATIONAL BUSINESS M	459200101			11/16/2005		5/2/2012	10,404	4,302				6,102
30	X INTEL CORP	458140100			1/4/2001		7/24/2012	7,467	10,481				-3,014
31	X INTEL CORP	458140100			5/11/1999		7/24/2012	6,845	8,456				-1,611
32	X INTEL CORP	458140100			5/11/1999		5/2/2012	5,110	5,381				-271
33	X HELMERICH & PAYNE INC	423452101			10/27/2009		3/9/2012	32,245	31,686				559
34	X GENERAL ELECTRIC CO	369604103			1/1/1950		7/24/2012	1,973	3,104				-1,129
35	X GENERAL ELECTRIC CO	369604103			7/10/2002		7/24/2012	5,925	8,310				-2,385
36	X GENERAL ELECTRIC CO	369604103			1/1/1950		6/19/2012	24,260	37,555				-13,295
37	X GENERAL ELECTRIC CO	369604103			8/1/2002		6/19/2012	2,005	3,201				-1,196
38	X GENERAL ELECTRIC CO	369604103			1/1/1950		5/2/2012	5,111	8,070				-2,959
39	X EXXON MOBIL CORPORATION	30231G102			1/1/1950		2/16/2012	10,231	4,569				5,662
40	X EMERSON ELECTRIC CO	291011104			1/31/2006		9/6/2012	8,739	6,737				2,002
41	X EMERSON ELECTRIC CO	291011104			1/31/2006		6/19/2012	17,632	14,436				3,196
42	X EDWARDS LIFESCIENCES CO	28176E108			4/29/2010		9/6/2012	14,076	6,915				7,161
43	X EDWARDS LIFESCIENCES CO	28176E108			4/29/2010		6/19/2012	26,468	13,516				12,952
44	X EDWARDS LIFESCIENCES CO	28176E108			4/29/2010		5/2/2012	9,561	5,762				3,799
45	X ECOLAB INC	278865100			1/6/2010		5/2/2012	19,095	13,332				5,763
46	X CONOCOPHILLIPS	20825C104			5/24/2012		9/6/2012	558	520				38
47	X CONOCOPHILLIPS	20825C104			8/10/2006		9/6/2012	1,673	1,573				100
48	X CONOCOPHILLIPS	20825C104			1/31/2006		9/6/2012	20,080	18,050				2,030
49	X CONOCOPHILLIPS	20825C104			8/10/2006		2/16/2012	26,122	24,638				1,484
50	X CONOCOPHILLIPS	20825C104			1/31/2006		2/16/2012	10,175	8,106				1,069
51	X COLGATE PALMOLIVE CO	194162103			5/2/2012		9/6/2012	13,428	12,491				937
52	X CISCO SYSTEMS INC	17275R102			12/20/2006		5/2/2012	39,498	55,460				-15,961
53	X CATERPILLAR INC	149123101			1/1/1950		5/2/2012	10,169	3,502				6,667
54	X CATERPILLAR INC	149123101			1/1/1950		2/16/2012	30,636	9,454				21,182
55	X ASTRAZENCA PLC	046353AC2			9/5/2007		9/15/2012	70,000	69,866				134
56	X APPLE INC	037833100			9/28/2011		5/2/2012	11,681	7,978				3,703
57	X MONSANTO CO NEW	61166W101			4/9/2009		7/24/2012	16,918	23,610				-6,692
58	X MEDCO HEALTH SOLUTIONS	58405U102			9/24/2010		9/12/2012	20,358	13,562				6,796
59	X LAUDIS MONDRIAN INTL FFI	518550655			9/24/2010		9/12/2012	80,000	78,547				1,453
60	X KRAFT FOODS GROUP INC	50076Q106			1/31/2006		10/11/2012	15	9				6
61	X KELLOGG CO	478366108			4/9/2009		5/2/2012	25,204	19,755				5,449
62	X JOHNSON CONTROLS INC	478366107			6/19/2012		7/24/2012	21,920	26,746				-4,826
63	X JOHNSON CONTROLS INC	478366107			4/25/2011		5/2/2012	32,200	39,266				-7,066
64	X SECTION 1256 GAIN POWERS							5,621					5,621
65	X SHORT TERM GAIN(LOSS) FR							281					281
66	X LONG TERM GAIN(LOSS) FR												
67	X CTF CALENDAR YEAR SHORT								3,766				-3,766
68	X CTF CALENDAR YEAR LONG							2,272					2,272
								5,984					5,984

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

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

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

		1,327	0	0	1,327
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	
2	AFLAC INC		0	26,584	33,466
3	ABBOTT LABORATORIES		0	33,840	52,400
4	AFFILIATED MANAGERS GROUP INC		0	16,546	26,030
5	APACHE CORPORATION COM		0	34,156	31,400
6	APPLE COMPUTER INC COM		0	43,641	53,217
7	CAPITAL ONE FINANCIAL CORP		0	17,868	18,827
8	CATERPILLAR INC		0	18,558	47,492
9	COLGATE PALMOLIVE CO		0	13,491	14,113
10	WALT DISNEY CO		0	32,242	36,845
11	ECOLAB INC		0	26,708	43,212
12	EMERSON ELECTRIC CO		0	23,462	34,424
13	GENERAL ELECTRIC CO		0	1,839	10,495
14	HOME DEPOT INC		0	17,864	45,150
15	INTEL CORP		0	24,404	23,713
16	INTERNATIONAL BUSINESS MACHS CORP		0	27,046	63,212
17	JOHNSON & JOHNSON		0	50,688	61,688
18	MICROSOFT CORP		0	37,179	48,077
19	ORACLE CORPORATION		0	32,096	35,319
20	PIMCO FOREIGN BD FD USD H-INST 103		0	80,000	77,003
21	PRAXAIR INC COM		0	8,720	10,945
22	PROCTER & GAMBLE CO		0	16,225	18,670
23	QUALCOMM INC		0	9,315	14,537
24	TEVA PHARMACEUTICAL INDUSTRIES - A		0	26,341	22,404
25	UNION PACIFIC CORP		0	32,677	34,573
26	FED NATL MTG ASSN 2.875% 12/11/13		0	29,957	30,769
27	EXXON MOBIL CORPORATION		0	33,717	76,164
28	HONEYWELL INTERNATIONAL INC		0	30,560	50,776
29	TARGET CORP		0	36,078	41,419
30	DOMINION RES INC VA		0	26,338	36,260
31	EDWARDS LIFESCIENCES CORP		0	10,477	18,034
32	UNITEDHEALTH GROUP INC		0	18,024	16,272
33	TAXABLE INTERMEDIATE TERM BD FD		0	124,599	121,783
34	TAXABLE TOTAL RETURN BOND FUND		0	130,741	137,134
35	VANGUARD DEVELOPED MKTS INDEX 22		0	32,117	42,032
36	FID ADV EMER MKTS INC- CL I 607		0	50,000	50,708
37	MONSANTO CO NEW		0	10,944	18,930
38	BHP BILLITON LIMITED		0	13,017	24,310
39	ISHARES RUSSELL 2000		0	57,126	59,022
40	JPMORGAN CHASE & CO		0	44,004	50,564
41	US BANCORP DEL NEW		0	35,664	38,328
42	ANHEUSER-BUSCH INBEV SPN ADR		0	53,536	61,187
43	JP MORGAN ALERIAN MLP INDEX		0	49,016	46,152
44	LAUDUS MONDRIAN INTL FI-INST 2940		0	71,453	69,590
45	EATON VANCE GLOBAL MACRO - I		0	75,000	74,924
46	CHEVRON CORP		0	37,696	75,698

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 EAFE GROWTH		0	49,988	52,895
59	ISHARES MSCI EAFE 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 CL I 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 60		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

	Amount
Long Term CG Distributions	1,365
Short Term CG Distributions	0

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
												108,774	
												0	
												0	
1	Wells Fargo Bank N.A. Trust Tax D			101N Independence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4.00	54,387		0
2	Wells Fargo Bank N.A. Trust Tax D			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	12/31/2012	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