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**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.

For calendar year 2012 or tax year beginning

and ending

Name of foundation  
**EDW & LILLIAN H. BISHOP FDN A/C 07087-0  
C/O WILMINGTON TRUST COMPANY**

**A Employer identification number**  
**51-6017762**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**1100 NORTH MARKET STREET**

**B Telephone number**  
**(302) 651-1361**

City or town, state, and ZIP code  
**WILMINGTON, DE 19890-0001**

**C** If exemption application is pending, check here

**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

**D 1.** Foreign organizations, check here

**2.** Foreign organizations meeting the 85% test, check here and attach computation

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 9,498,012.**  
**J** Accounting method:  Cash  Accrual  
 Other (specify)

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received				N/A	
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
<b>3</b> Interest on savings and temporary cash investments		54.	54.		STATEMENT 1
<b>4</b> Dividends and interest from securities		290,634.	290,634.		STATEMENT 2
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		21,371.			
<b>b</b> Gross sales price for all assets on line 6a		384,372.			
<b>7</b> Capital gain net income (from Part IV, line 2)			21,371.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income					
<b>12</b> Total. Add lines 1 through 11		312,059.	312,059.		
<b>13</b> Compensation of officers, directors, trustees, etc		34,324.	17,162.		17,162.
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees					
<b>b</b> Accounting fees		7,090.	7,090.		0.
<b>c</b> Other professional fees					
<b>17</b> Interest					
<b>18</b> Taxes		19,495.	3,268.		0.
<b>19</b> Depreciation and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses		122.	0.		122.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		61,031.	27,520.		17,284.
<b>25</b> Contributions, gifts, grants paid		429,952.			429,952.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		490,983.	27,520.		447,236.
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements		<178,924.>			
<b>b</b> Net investment income (if negative, enter -0-)			284,539.		
<b>c</b> Adjusted net income (if negative, enter -0-)				N/A	

ENVELOPE POSTMARK DATE MAY 08 2013

Operating and Administrative Expenses MAY 21 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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	533,826.	318,113.	318,113.	
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8	249,725.	99,725.	110,138.	
	b	Investments - corporate stock STMT 9	5,582,833.	5,564,626.	8,177,942.	
	c	Investments - corporate bonds STMT 10	610,490.	818,547.	891,819.	
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
	<b>16 Total assets (to be completed by all filers)</b>	<b>6,976,874.</b>	<b>6,801,011.</b>	<b>9,498,012.</b>		
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				
22	Other liabilities (describe ▶)					
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>			
Net Assets or Fund Balances	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				
	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	6,924,890.	6,749,027.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	51,984.	51,984.			
	<b>30 Total net assets or fund balances</b>	<b>6,976,874.</b>	<b>6,801,011.</b>			
	<b>31 Total liabilities and net assets/fund balances</b>	<b>6,976,874.</b>	<b>6,801,011.</b>			

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	6,976,874.
2	Enter amount from Part I, line 27a	2	<178,924.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	4,141.
4	Add lines 1, 2, and 3	4	6,802,091.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,080.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,801,011.

**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					
b SEE ATTACHED STATEMENT					
c					
d					
e					
(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					
b					
c					
d					
e	384,372.	363,001.	21,371.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			21,371.		
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	21,371.
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). If (loss), enter -0- in Part I, line 8		{                 }		3	N/A

**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	427,744.	9,112,416.	.046941
2010	395,071.	8,607,310.	.045899
2009	440,566.	8,093,379.	.054435
2008	459,277.	9,495,845.	.048366
2007	424,041.	10,614,035.	.039951
2 Total of line 1, column (d)			2 .235592
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 .047118
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 9,388,263.
5 Multiply line 4 by line 3			5 442,356.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,845.
7 Add lines 5 and 6			7 445,201.
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.			8 447,236.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	2,845.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	2,845.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,845.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,680.	
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	8,680.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,835.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 2,880. Refunded <input checked="" type="checkbox"/>	11	2,955.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c 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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a 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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> DE		
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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	X		
14	The books are in care of ► WILMINGTON TRUST COMPANY Telephone no. ► (302) 651-1361 Located at ► 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 ► 19890			
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 type="checkbox"/> Yes <input checked="" 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"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 ►		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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)?  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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here   N/A

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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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?  Yes  No  
 If "Yes" to 6b, file Form 8870. 6b X

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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		34,324.	0.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶ 0.</span>	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,025,320.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	505,911.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	9,531,231.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	9,531,231.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	142,968.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	9,388,263.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	469,413.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	469,413.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	2,845.
<b>2b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,845.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	466,568.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	466,568.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	466,568.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	447,236.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	447,236.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	2,845.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	444,391.

**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				466,568.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			429,952.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 447,236.				
a Applied to 2011, but not more than line 2a			429,952.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				17,284.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				449,284.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
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)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					

**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:  
**WILMINGTON TRUST COMPANY, ATTN: CARLO LOMBARDI**  
**1100 NORTH MARKET STREET, WILMINGTON, DE 19890**

b The form in which applications should be submitted and information and materials they should include:  
**LETTER TO TRUSTEE INDICATING AMOUNT REQUESTED AND CHARITABLE PURPOSE**

c Any submission deadlines:  
**APRIL 30TH EACH CALENDAR YEAR**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**GRANTS ARE MADE AS SELECTED BY TRUSTEES**

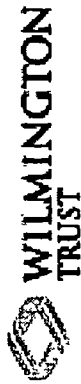
**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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
<b>a Paid during the year</b>				
ANNA MARIA ISLAND ART LEAGUE	NONE	PUBLIC CHARITY	GENERAL	1,000.
ANIMAL NETWORK, INC	NONE	PUBLIC CHARITY	GENERAL	5,000.
ALZHEIMER'S ASSOCIATION	NONE	PUBLIC CHARITY	GENERAL	5,000.
AMERICAN CANCER SOCIETY	NONE	PUBLIC CHARITY	GENERAL	5,000.
AMERICAN HUMANE ASSOCIATION	NONE	PUBLIC CHARITY	GENERAL	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>429,952.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





## Investment Detail



007087-000 EDW E & LILLIAN H BISHOP FDN  
Account Level Detail Combined Principal and Income  
As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
<b>COMMON EQUITY SECURITIES</b>										
<b>CONSUMER DISCRETIONARY</b>										
AMAZON.COM INC	300.0000	75,261.00	.79	250.8700	50,958.57	169.8619	24,302.43	00		
BEST BUY COMPANY INC	1,000.0000	11,850.00	.12	11.8500	48,595.00	48.5950	(36,745.00)	680.00	5.74	
COMCAST CORP	1,800.0000	67,248.00	.71	37.3600	49,534.20	27.5190	17,713.80	1,170.00	1.74	
CLASS A										
GAP INC COM	2,700.0000	83,808.00	.88	31.0400	50,098.50	18.5550	33,709.50	1,350.00	1.61	
TARGET CORP COM	800.0000	47,336.00	.50	59.1700	49,956.00	62.4450	(2,620.00)	1,152.00	2.43	
<b>TOTAL CONSUMER DISCRETIONARY</b>	<b>6,600.0000</b>	<b>285,503.00</b>	<b>3.01</b>		<b>249,142.27</b>		<b>36,360.73</b>	<b>4,352.00</b>		
<b>CONSUMER STAPLES</b>										
COSTCO WHOLESALE CORP COM	1,800.0000	177,714.00	1.87	98.7300	101,907.00	56.6150	75,807.00	1,980.00	1.11	
PEPSICO INC COM	1,100.0000	75,273.00	.79	68.4300	64,845.00	58.9500	10,428.00	2,365.00	3.14	
PROCTER & GAMBLE CO COM	2,600.0000	176,514.00	1.86	67.8900	65,690.83	25.2657	110,823.17	5,844.80	3.31	
SYSCO CORP COMMON	2,100.0000	66,486.00	.70	31.6600	62,998.63	29.9993	3,487.37	2,352.00	3.54	
THE HERSHEY COMPANY	3,000.0000	216,660.00	2.28	72.2200	37,143.75	12.3813	179,516.25	5,040.00	2.33	
WALGREEN COMPANY COMMON	1,600.0000	59,216.00	.62	37.0100	68,866.67	43.0417	(9,650.67)	1,760.00	2.97	
<b>TOTAL CONSUMER STAPLES</b>	<b>12,200.0000</b>	<b>771,863.00</b>	<b>8.13</b>		<b>401,451.88</b>		<b>370,411.12</b>	<b>19,341.80</b>		
<b>ENERGY</b>										
EXXON MOBIL CORP	11,000.0000	952,050.00	10.03	86.5500	15,215.14	1.3832	936,834.86	25,080.00	2.63	
<b>TOTAL ENERGY</b>	<b>11,000.0000</b>	<b>952,050.00</b>	<b>10.03</b>		<b>15,215.14</b>		<b>936,834.86</b>	<b>25,080.00</b>		
<b>FINANCIALS</b>										
AMERICAN EXPRESS CO	1,200.0000	68,976.00	.73	57.4800	63,263.60	52.7197	5,712.40	960.00	1.39	
BANK OF NEW YORK MELLON CORPORATION	1,981.0000	50,911.70	.54	25.7000	85,432.46	43.1259	(34,520.76)	1,030.12	2.02	
CME GROUP INC	1,000.0000	50,670.00	.53	50.6700	106,597.00	106.5970	(55,927.00)	1,800.00	3.55	
GOLDMAN SACHS GROUP INC COM	400.0000	51,024.00	.54	127.5600	93,094.00	232.7350	(42,070.00)	800.00	1.57	
JPMORGAN CHASE & CO	1,674.0000	73,604.27	.78	43.9691	67,571.82	40.3655	6,032.45	2,008.80	2.73	
MORGAN STANLEY GROUP INC	600.0000	11,472.00	.12	19.1200	42,757.14	71.2619	(31,285.14)	120.00	1.05	
SUNTRUST BANKS INC	700.0000	19,845.00	.21	28.3500	62,527.50	89.3250	(42,682.50)	140.00	7.1	



## Investment Detail

**007087-000 EDWE E & LILLIAN H BISHOP FDN**

Account Level Detail Combined Principal and Income

As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
T ROWE PRICE GROUP INC COMMON	4,800,000	312,562.08	3.29	65.1171	13,350.00	2.7813	299,212.08	6,528.00		2.09
<b>TOTAL FINANCIALS</b>	<b>12,355,000</b>	<b>639,065.05</b>	<b>6.73</b>		<b>534,593.52</b>		<b>104,471.53</b>	<b>13,386.92</b>		
<b>HEALTH CARE</b>										
ABBOTT LABORATORIES	1,500,000	98,250.00	1.04	65.5000	64,134.37	42.7562	34,115.63	840.00		8.5
AETNA INC NEW COM	1,100,000	50,941.00	54	46.3100	58,580.50	53.2550	(7,639.50)	880.00		1.73
JOHNSON & JOHNSON	1,000,000	70,100.00	74	70.1000	61,237.60	61.2376	8,862.40	2,440.00		3.48
MEDTRONIC INC	1,200,000	49,224.00	.52	41.0200	60,693.96	50.5783	(11,469.96)	1,248.00		2.54
ATTACHED RTS EXP 10/26/10										
PFIZER INC	8,069,000	202,364.87	2.13	25.0793	169,533.54	21.0105	32,831.33	7,746.24		3.83
<b>TOTAL HEALTH CARE</b>	<b>12,869,000</b>	<b>470,879.87</b>	<b>4.96</b>		<b>414,179.97</b>		<b>56,699.90</b>	<b>13,154.24</b>		
<b>INDUSTRIALS</b>										
3M CO	800,000	74,280.00	.78	92.8500	63,900.98	79.8762	10,379.02	1,888.00		2.54
EMERSON ELECTRIC COMPANY	2,100,000	111,216.00	1.17	52.9600	102,847.50	48.9750	8,368.50	3,444.00		3.10
GENERAL ELECTRIC COMPANY	3,800,000	79,762.00	84	20.9900	60,047.00	15.8018	19,715.00	2,888.00		3.62
UNITED TECHNOLOGIES CORP COM	1,100,000	90,211.00	95	82.0100	65,569.37	59.6085	24,641.63	2,354.00		2.61
<b>TOTAL INDUSTRIALS</b>	<b>7,800,000</b>	<b>355,469.00</b>	<b>3.75</b>		<b>292,364.85</b>		<b>63,104.15</b>	<b>10,574.00</b>		
<b>INFORMATION TECHNOLOGY</b>										
APPLE INC	600,000	319,303.80	3.36	532.1730	72,675.00	121.1250	246,628.80	6,360.00		1.99
AUTOMATIC DATA PROCESSING INC	1,500,000	85,395.00	90	56.9300	60,008.39	40.0056	25,386.61	2,610.00		3.06
BROADCOM CORP CL A	3,000,000	99,630.00	1.05	33.2100	90,202.23	30.0674	9,427.77	1,200.00		1.20
CISCO SYSTEMS INC	3,400,000	66,807.96	70	19.6494	79,947.00	23.5138	(13,139.04)	1,904.00		2.85
DELL INC	3,400,000	34,476.00	36	10.1400	95,217.00	28.0050	(60,741.00)	1,088.00		3.16
EBAY INC COM	1,500,000	76,496.55	81	50.9977	48,952.50	32.6350	27,544.05	.00		
EMC CORP MASS COM	4,800,000	121,440.00	1.28	25.3000	81,720.00	17.0250	39,720.00	.00		
HEWLETT-PACKARD CO	1,600,000	22,800.00	24	14.2500	48,299.68	30.1873	(25,499.68)	844.80		3.71
INTERNATIONAL BUSINESS MACHINES CORP	600,000	114,930.00	1.21	191.5500	46,662.00	77.7700	68,268.00	2,040.00		1.77
INTEL CORP COM	3,300,000	68,046.00	72	20.6200	58,640.34	17.7698	9,405.66	2,970.00		4.36
MICROSOFT CORP	3,300,000	88,142.01	.93	26.7097	72,468.00	21.9600	15,674.01	3,036.00		3.44
<b>TOTAL INFORMATION TECHNOLOGY</b>	<b>27,000,000</b>	<b>1,097,467.32</b>	<b>11.56</b>		<b>754,792.14</b>		<b>342,675.18</b>	<b>22,052.80</b>		





## Investment Detail

**007087-000 EDWE & LILLIAN H BISHOP FDN**

Account Level Detail Combined Principal and Income

As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
AT&T INC	100,000,000	104,002.00	1.10	104.0020	99,666.00	99,6660	4,336.00	3,000.00	2.88	
DTD 02/13/2012 3.000% 02/15/2022 NON CALLABLE										
TOTAL FIXED INCOME SECURITIES	800,000,000	891,819.00	9.40		818,546.50		73,272.50	34,087.50		
TOTAL CORPORATE & FOREIGN BONDS	800,000,000	891,819.00	9.40		818,546.50		73,272.50	34,087.50		
<b>EQUITY MUTUAL FUNDS</b>										
<b>INTERNATIONAL EQUITY</b>										
VANGUARD MSCI EAFE ETF	26,424,000	930,917.52	9.81	35.2300	840,813.35	31,8201	90,104.17	36,465.12	3.92	
VANGUARD FTSE EMERGING MARKETS ETF	12,686,000	564,907.58	5.95	44.5300	443,935.55	34,9941	120,972.03	12,368.85	2.19	
TOTAL INTERNATIONAL EQUITY	39,110,000	1,495,825.10	15.76		1,284,748.90		211,076.20	48,833.97		
TOTAL EQUITY MUTUAL FUNDS	39,110,000	1,495,825.10	15.76		1,284,748.90		211,076.20	48,833.97		
<b>FIXED INCOME MUTUAL FUNDS</b>										
<b>FIXED INCOME SECURITIES</b>										
PIMCO HIGH YIELD FUND CLASS INSTITUTIONAL	30,048,859	289,671.00	3.05	9.6400	273,738.07	9,1098	15,932.93	17,308.14	5.98	
VANGUARD HIGH YIELD CORPORATE FUND CLASS ADMIRAL	47,608,825	290,889.92	3.07	6.1100	266,133.33	5,5900	24,756.59	18,234.18	6.27	
TOTAL FIXED INCOME SECURITIES	77,657,684	580,560.92	6.12		539,871.40		40,689.52	35,542.32		
<b>INFLATION HEDGES</b>										
VANGUARD INFLATION PROTECTED SECURITIES FUND CLASS ADMIRAL	30,002,833	856,280.85	9.02	28.5400	718,349.97	23,9427	137,930.88	22,412.12	2.62	
TOTAL INFLATION HEDGES	30,002,833	856,280.85	9.02		718,349.97		137,930.88	22,412.12		



## Investment Detail

**007087-000 EDWE & LILLIAN H BISHOP FDN**

Account Level Detail Combined Principal and Income

As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
<b>INTERNATIONAL EQUITY</b>										
PIMCO EMERGING MARKETS BOND FUND CLASS INSTITUTIONAL	16,129,4010	201,617.52	2.12	12.5000	186,144.84	11.5407	15,472.68	8,677.62		4.30
<b>TOTAL INTERNATIONAL EQUITY</b>	16,129,4010	201,617.52	2.12		186,144.84		15,472.68	8,677.62		
<b>TOTAL FIXED INCOME MUTUAL FUNDS</b>	123,789,9180	1,638,459.29	17.27		1,444,366.21		194,093.08	66,632.06		
<b>MONEY MARKET FUNDS</b>										
<b>MISCELLANEOUS</b>										
WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT	309,747,5900	309,747.59	3.26	1.0000	309,747.59	1.0000	.00	95.09		03
<b>TOTAL MISCELLANEOUS</b>	309,747,5900	309,747.59	3.26		309,747.59		.00	95.09		
<b>TOTAL MONEY MARKET FUNDS</b>	309,747,5900	309,747.59	3.26		309,747.59		.00	95.09		
<b>U.S. GOVERNMENT AGENCIES</b>										
<b>FIXED INCOME SECURITIES</b>										
FEDERAL HOME LOAN MORTGAGE CORP DTD 07/14/2005 4.375% 07/17/2015 NON CALLABLE	100,000,0000	110,138.00	1.16	110.1380	99,724.80	99.7248	10,413.20	4,375.00		3.97
<b>TOTAL FIXED INCOME SECURITIES</b>	100,000,0000	110,138.00	1.16		99,724.80		10,413.20	4,375.00		
<b>TOTAL U.S. GOVERNMENT AGENCIES</b>	100,000,0000	110,138.00	1.16		99,724.80		10,413.20	4,375.00		
<b>TOTAL 007087-000</b>	1,476,901,5080	9,489,646.32	100.00		6,792,645.56		2,697,000.76	277,759.18		

Unknown

Incomplete

A period end market value is unavailable. Last provided value is displayed.

\*\* Only investments held as of the specified date appear on this report. \*\*\*

**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 PIMCO HIGH YIELD - 8963.283 SH	P	04/12/10	02/14/12
b VANGUARD INFLATION-PROTECTED - 1732.068 SH	P	04/01/09	02/14/12
c VANGUARD INFLATION-PROTECTED - 39.725 SH	P	12/27/11	02/14/12
d VANGUARD HIGH YIELD CORP - 15897.436 SH	P	04/12/10	02/14/12
e FHLMC MTN	P	10/20/09	10/15/12
f LTCG DIVIDENDS	P		
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 83,000.		81,656.	1,344.
b 48,879.		41,379.	7,500.
c 1,121.		1,099.	22.
d 93,000.		88,867.	4,133.
e 150,000.		150,000.	0.
f 8,372.			8,372.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,344.
b			7,500.
c			22.
d			4,133.
e			0.
f			8,372.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	21,371.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN RED CROSS - SW	NONE	PUBLIC CHARITY	GENERAL	5,000.
ANNA MARIA ISLAND TURTLE	NONE	PUBLIC CHARITY	GENERAL	2,000.
ANNE ARUNDEL MEDICAL CENTER	NONE	PUBLIC CHARITY	GENERAL	5,000.
ARTHRITIS FOUNDATION	NONE	PUBLIC CHARITY	GENERAL	2,000.
AUDUBON CENTER FOR BIRDS	NONE	PUBLIC CHARITY	GENERAL	1,000.
SWFLC BOY SCOUTS OF AMERICA	NONE	PUBLIC CHARITY	GENERAL	2,000.
BOYS & GIRLS CLUB OF MANATEE	NONE	PUBLIC CHARITY	GENERAL	2,000.
BRADENTON CHRISTIAN SCHOOL	NONE	PUBLIC CHARITY	GENERAL	5,000.
BRADENTON ROTARY FOUNDATION	NONE	PUBLIC CHARITY	GENERAL	15,000.
CANINE PARTNERS FOR LIFE	NONE	PUBLIC CHARITY	GENERAL	5,000.
<b>Total from continuation sheets</b>				<b>408,952.</b>

**Part XV** Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
CAT DEPOT	NONE	PUBLIC CHARITY	GENERAL	5,000.
CHESAPEAKE BAY FOUNDATION	NONE	PUBLIC CHARITY	GENERAL	5,000.
COMMUNITY COALITION	NONE	PUBLIC CHARITY	GENERAL	50,000.
COMMUNITY HAVEN	NONE	PUBLIC CHARITY	GENERAL	1,500.
COMPANIONS FOR HEROES	NONE	PUBLIC CHARITY	GENERAL	1,000.
CONQUISTADOR HISTORICAL FOUNDATION	NONE	PUBLIC CHARITY	GENERAL	5,000.
EASTER SEALS SOUTHWEST FL	NONE	PUBLIC CHARITY	GENERAL	1,000.
EASTPORT VOLUNTEER FIRE CO	NONE	PUBLIC CHARITY	GENERAL	1,000.
FLORIDA BLOOD SERVICES	NONE	PUBLIC CHARITY	GENERAL	1,000.
FLORIDA SHERIFFS YOUTH RANCH	NONE	PUBLIC CHARITY	GENERAL	1,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
FLORIDA SOUTHERN COLLEGE	NONE	PUBLIC CHARITY	GENERAL	1,000.
FLORIDA WILDLIFE FEDERATION	NONE	PUBLIC CHARITY	GENERAL	1,000.
FOUNDATION FOR DREAMS, INC	NONE	PUBLIC CHARITY	GENERAL	5,000.
FRIENDS OF THE ISLAND LIBRARY	NONE	PUBLIC CHARITY	GENERAL	3,000.
GIDEONS INTERNATIONAL	NONE	PUBLIC CHARITY	GENERAL	1,000.
GIRL SCOUTS OF GULF COAST FL	NONE	PUBLIC CHARITY	GENERAL	1,000.
HEALTHY START COALITION	NONE	PUBLIC CHARITY	GENERAL	1,000.
HUMANE SOCIETY OF MANATEE COUNTY	NONE	PUBLIC CHARITY	GENERAL	15,000.
ISLAND PLAYERS, INC.	NONE	PUBLIC CHARITY	GENERAL	1,000.
JUNIOR LEAGUE OF MANATEE	NONE	PUBLIC CHARITY	GENERAL	2,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
LIBRARY FOUNDATION, INC	NONE	PUBLIC CHARITY	GENERAL	1,000.
MANATEE CHILDREN'S SERVICE	NONE	PUBLIC CHARITY	GENERAL	4,000.
MANATEE COMMUNITY ACTION AGENCY	NONE	PUBLIC CHARITY	GENERAL	1,000.
MANATEE COUNTY FAMILY YMCA	NONE	PUBLIC CHARITY	GENERAL	15,000.
JUST FOR GIRLS MANATEE COUNTY	NONE	PUBLIC CHARITY	GENERAL	10,000.
MANATEE COUNTY HISTORICAL	NONE	PUBLIC CHARITY	GENERAL	10,000.
MANATEE COUNTY HOUSING	NONE	PUBLIC CHARITY	GENERAL	1,000.
MANATEE GLENS	NONE	PUBLIC CHARITY	GENERAL	2,000.
THE MANATEE PLAYERS, INC	NONE	PUBLIC CHARITY	GENERAL	5,000.
MANATEE RIVER PRAM FLEET	NONE	PUBLIC CHARITY	GENERAL	10,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
MANATEE YOUTH FOR CHRIST	NONE	PUBLIC CHARITY	GENERAL	1,500.
NAVAL ACADEMY ATHLETIC	NONE	PUBLIC CHARITY	GENERAL	1,000.
NO KILL MANATEE COUNTY	NONE	PUBLIC CHARITY	GENERAL	6,000.
PACE CENTER FOR GIRLS MANATEE COUNTY	NONE	PUBLIC CHARITY	GENERAL	1,000.
PALMA SOLA BOTANICAL PARK	NONE	PUBLIC CHARITY	GENERAL	1,000.
THE PALMETTO HISTORICAL COMMISSION	NONE	PUBLIC CHARITY	GENERAL	2,000.
PROJECT LIGHT OF MANATEE	NONE	PUBLIC CHARITY	GENERAL	1,000.
REFLECTIONS OF MANATEE, INC	NONE	PUBLIC CHARITY	GENERAL	1,000.
ROYAL PET RESCUE, INC	NONE	PUBLIC CHARITY	GENERAL	1,000.
SAINT STEPHEN'S EPISCOPAL SCHOOL	NONE	PUBLIC CHARITY	GENERAL	1,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
SALVATION ARMY	NONE	PUBLIC CHARITY	GENERAL	5,000.
SAVE OUR SEABIRDS, INC.	NONE	PUBLIC CHARITY	GENERAL	5,000.
THE SEEING EYE	NONE	PUBLIC CHARITY	GENERAL	5,000.
SERVICE CLUB OF MANATEE	NONE	PUBLIC CHARITY	GENERAL	5,000.
SOUTH FLORIDA MUSEUM	NONE	PUBLIC CHARITY	GENERAL	78,156.
SOUTHEASTERN GUIDE DOGS	NONE	PUBLIC CHARITY	GENERAL	25,000.
S.P.C.A. OF ANNE ARUNDEL	NONE	PUBLIC CHARITY	GENERAL	9,796.
STATE COLLEGE OF FLORIDA	NONE	PUBLIC CHARITY	GENERAL	1,000.
UCP OF SOUTHWEST FLORIDA	NONE	PUBLIC CHARITY	GENERAL	1,000.
UNITED WAY OF MANATEE COUNTY	NONE	PUBLIC CHARITY	GENERAL	20,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF SOUTH FLORIDA	NONE	PUBLIC CHARITY	GENERAL	10,000.
WE CARE MANATEE, INC.	NONE	PUBLIC CHARITY	GENERAL	1,000.
WILDLIFE INC	NONE	PUBLIC CHARITY	GENERAL	5,000.
WOMEN'S RESOURCE CENTER	NONE	PUBLIC CHARITY	GENERAL	5,000.
YOUNG LIFE	NONE	PUBLIC CHARITY	GENERAL	10,000.
ANNA MARIA ISLAND HISTORICAL	NONE	PUBLIC CHARITY	GENERAL	1,000.
<b>Total from continuation sheets</b>				

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**FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1**


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SOURCE	AMOUNT
CHECKING ACCOUNT	54.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	54.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	290,634.	0.	290,634.
TOTAL TO FM 990-PF, PART I, LN 4	290,634.	0.	290,634.

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**FORM 990-PF ACCOUNTING FEES STATEMENT 3**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,090.	7,090.		0.
TO FORM 990-PF, PG 1, LN 16B	7,090.	7,090.		0.

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**FORM 990-PF TAXES STATEMENT 4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRIOR YEAR TAX BAL DUE	7,547.	0.		0.
ESTIMATED TAXES	8,680.	0.		0.
FOREIGN TAXES	3,268.	3,268.		0.
TO FORM 990-PF, PG 1, LN 18	19,495.	3,268.		0.

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**FORM 990-PF** **OTHER EXPENSES** **STATEMENT 5**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER CHECKS FOR CONTRIBUTIONS	122.	0.		122.
TO FORM 990-PF, PG 1, LN 23	122.	0.		122.

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**FORM 990-PF** **OTHER INCREASES IN NET ASSETS OR FUND BALANCES** **STATEMENT 6**


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DESCRIPTION	AMOUNT
MUTUAL FUND ADJUSTMENT	618.
PRIOR PERIOD ADJUSTMENT	3,523.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,141.

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**FORM 990-PF** **OTHER DECREASES IN NET ASSETS OR FUND BALANCES** **STATEMENT 7**


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DESCRIPTION	AMOUNT
RETURN OF CAPITAL ADJUSTMENT - BROADCOM CORP	1,080.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,080.

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**FORM 990-PF** **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS** **STATEMENT 8**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S GOV'T BONDS	X		99,725.	110,138.
TOTAL U.S. GOVERNMENT OBLIGATIONS			99,725.	110,138.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			99,725.	110,138.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK & MUTUAL FUNDS	5,564,626.	8,177,942.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,564,626.	8,177,942.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	818,547.	891,819.
TOTAL TO FORM 990-PF, PART II, LINE 10C	818,547.	891,819.

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FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
P WOODROW YOUNG 4000 RIVERVIEW BOULEVARD W BRADENTON, FL 34209	CO-TRUSTEE 0.00	0.	0.	0.
WILLETT E WENTZEL 2301 RIVERVIEW BOULEVARD W BRADENTON, FL 34209	CO-TRUSTEE 0.00	0.	0.	0.
ROBERT G BLALOCK 802 11TH STREET W BRADENTON, FL 34209	CO-TRUSTEE 0.00	0.	0.	0.
MARY E PARKER P O BOX 210 BRADENTON, FL 34206	CO-TRUSTEE 0.00	0.	0.	0.
RICHARD W PRATT 1301 6TH AVENUE W, SUITE 600 BRADENTON, FL 34205	CO-TRUSTEE 0.00	0.	0.	0.

WILMINGTON TRUST COMPANY  
1100 NORTH MARKET STREET  
WILMINGTON, DE 198900001

CO-TRUSTEE  
1.00

34,324.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

34,324.

0.

0.

